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DIVISION OF CORPORATION

## FLORIDA PROFIT/NON PROFIT CORPORATION

**Mater Academy Foundation, Inc.**

Certificate of Status	1
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Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
MATER ACADEMY FOUNDATION, INC.  
A Florida Not For Profit Corporation**

*I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:*

**ARTICLE I      NAME**

The name of the corporation shall be: Mater Academy Foundation, Inc.

**ARTICLE II      PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be:

7901 NW 103<sup>rd</sup> Street  
Hialeah Gardens, FL 33016

**ARTICLE III      PURPOSES**

1. Mater Academy Foundation, Inc. (the "Corporation") is not-for-profit and shall be operated, supervised, or controlled exclusively for the benefit of Mater Academy, Inc., a Florida not-for-profit corporation, in accordance with Section 509(a)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code"). The Corporation may be operated for the benefit of any new or additional organizations described Section 509(a)(1) or 509(a)(2) of the Code which are organized and operated to support education in Miami-Dade County, Florida, as shall be determined by the Board of Directors of the Corporation.

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor

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engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

5. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively to not for profit corporations or trusts described in Section 509(a)(1) or 509(a)(2) of the Code which are organized and operated to support education in Miami-Dade County, Florida.

#### ARTICLE IV ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

#### ARTICLE V INITIAL DIRECTORS

The names and addresses of the initial directors are as set forth below:

Antonio L. Roca  
2601 South Bayshore Drive, Suite 600  
Miami, FL 33133

Shannie Sadesky  
506 NW 19<sup>th</sup> Street  
Fort Lauderdale, FL 33315

Roberto Blanch  
201 Alhambra Circle, Suite 1102  
Coral Gables, FL 33134

Juan Garcia  
18803 NW 89 Avenue  
Hialeah, FL 33018

Elizabeth Nuevo  
10181 N.W. 58 Street, #13  
Miami, FL 33178

#### ARTICLE VI MEMBERSHIP

The Corporation shall have no members.

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**ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent are:

NRAI Services, Inc.  
2731 Executive Park Drive  
Suite 4  
Weston, FL 33331

**ARTICLE VIII INCORPORATOR**

The name and address of the Incorporator are:

Antonio Roca  
2601 South Bayshore Drive, Suite 600  
Miami, FL 33133

*Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, NRAI Services, Inc. is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.*

NRAI SERVICES, INC.

BY: Lindsay Klemencic  
Lindsay Klemencic, Authorized Representative

Date: July 11, 2008

Antonio Roca  
Antonio Roca, Incorporator

Date: July 17, 2008

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