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FLORIDA PROFIT/NON PROFIT CORPORATION EFMD Global Americas Corporation

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STATE OF FLORIDA

**Articles of Incorporation
of
EFMD Global Americas Corporation
A Not for Profit Corporation**

The undersigned, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby certifies:

**ARTICLE 1
NAME AND ADDRESS**

The name of this Corporation is EFMD Global Americas Corporation. The mailing address and the principal office of the Corporation is: 175 SW 7th St, Suite 2005, Miami, FL 33130.

**ARTICLE 2
PURPOSES, RIGHTS, AND POWERS**

1. This Corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable and educational purposes as described in section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code").
2. Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit.
3. All of the foregoing purposes shall be exercised for exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Code.

**ARTICLE 3
LIMITATIONS**

1. Notwithstanding any other provision of these Articles or the Corporation's Bylaws 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.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that

the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of any statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles or the Corporation's Bylaws, or any other applicable rule, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code section 501(c)(3), or the corresponding section of any future federal tax code.

3. If it is determined that the Corporation is a "private foundation" under the Code, the Corporation will:

- a. Distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Code section 4942, or the corresponding section of any future federal tax code;
- b. Not engage in self-dealing as defined in Code section 4941(d), or the corresponding section of any future federal tax code;
- c. Not retain any excess business holdings as defined in Code section 4943(c), or the corresponding section of any future federal tax code;
- d. Not make any investments in a manner as to subject it to tax under Code section 4944, or the corresponding section of any future federal tax code; and
- e. Not make any taxable expenditures as defined in Code section 4945, or the corresponding section of any future federal tax code.

ARTICLE 4
DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the Federal Government or to a State or Local government, for a public purpose.

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ARTICLE 5
DIRECTORS

1. The Board of Directors shall be responsible for ensuring the proper performance and observance of the objects of the Corporation's Bylaws.
2. The term, voting rights, qualifications, and procedures for the election of Directors and the operations of the Directors shall be set forth in the Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business affairs of the Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws, and the laws of the State of Florida.
3. The initial Directors of the Corporation are as follows: Eric Cornuel, Helke Carvalho Hernandez, and Gerard van Schaik.

ARTICLE 6
OFFICERS

1. The officers of this Corporation may consist of a president, one or more vice presidents, and any other officers of the Corporation the Board of Directors deems necessary or helpful. The description of and procedures applicable to the terms, appointment, roles, and duties of each officer shall be set forth in the Corporation's Bylaws.
2. Powers and Duties. The Officers shall be empowered to manage the business and affairs of the Corporation under the direction of the Board of Directors. The powers and duties of each Officer shall be as set forth in the Bylaws of the Corporation and, except as otherwise provided in the Bylaws of the Corporation, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.
3. Initial Officers of the Corporation are: Eric Cornuel (President), Helke Carvalho Hernandez (Vice President), and Friedemann Schulze-Fielitz (Vice President).

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ARTICLE 7
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended by affirmative vote of two-thirds (2/3) of the Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of the Directors. Amendments to these Articles may be proposed by any Director.

ARTICLE 8
BYLAWS

The Corporation's Bylaws may be amended, revised, or repealed, pursuant to the procedures set forth in the Bylaws. New Bylaws may be adopted pursuant to the procedures set forth in the Bylaws.

ARTICLE 9
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and agent of this Corporation is 1200 S. Pine Island Rd. Plantation, FL 33324 and the initial registered agent of this Corporation is CT Corporation, Inc.

ARTICLE 10
DURATION

The Corporation shall exist perpetually.

ARTICLE 11
INCORPORATOR

The name and address of the incorporator is:
Friedemann Schulze-Fielitz
1101 Brickell Avenue, South Tower, 8th Floor
Miami, FL 33131

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Corporation, executed these Articles of Incorporation this 13 day of April, 2018.

Friedemann Schulze-Fielitz

Friedemann Schulze-Fielitz, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA

Pursuant to Fla. Stat. § 48.091, EFMD Global Americas Corporation, desiring to organize under the laws of the State of Florida, hereby designates CT Corporation, Inc., located at 1200 South Pine Island Road, Plantation, FL 33324, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. § 48.091(2) relative to maintaining an office for the service of process.

Date: 04/13/2018

BR
CT Corporation, Inc.
By: **Bernadette Baker**
Its: **Assistant Secretary**