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CORPORATION(S) NAME

Universidad Quetzalcoatl En Irapuato  
(U.Q.I.), Inc.

English translation: University Quetzalcoatl  
In Irapuato (U.Q.I.), Inc.

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- NonProfit
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ARTICLES OF INCORPORATION

OF

UNIVERSIDAD QUETZALCOATL EN IRAPUATO (U.Q.I.), INC.

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation shall be:

UNIVERSIDAD QUETZALCOATL EN IRAPUATO (U.Q.I.), INC.

ARTICLE II: ADDRESS

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

P.O. BOX 430275  
Miami, Florida 33243

ARTICLE III: PURPOSE

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purpose for which the corporation is organized shall be to operate for the advancement of education and science and for other charitable purposes, by the distribution of its funds for such purpose, and particularly to foster and promote the medical school and medical facilities at the Universidad Quetzalcoatl En Irapuato (U.P.I.), and to engage in, and conduct, medical and scientific research in the areas of physiology, botany, biology, environmental control, public health and other medical, educational and scientific areas.

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3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of same.

6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.

7. To apply for, obtain and contract with any federal, state or local government or agency for direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity, and to enter into, perform and carry out contracts or any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of the assets not so disposed of shall be disposed of by the Circuit Court of Miami County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objectives and purposes.

The By-Laws may impose other conditions of membership from time to time.

ARTICLE IV: INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent shall be:

JOHN F. YEAGER  
300 Sevilla Avenue - Suite 215  
Coral Gables, Florida 33134-6623

ARTICLE V: OFFICERS

The Officers of the corporation shall be a President, Vice Presidents, Secretary and Treasurer and such other Officers as may from time to time be created by the Board of Directors. The name of the Officers and the office they shall hold until the first election shall be:

President:	AGUSTIN GASCA ✓
Vice President:	HECTOR MARTINEZ ✓
Secretary:	SILVIA ESPANA
Treasurer:	GUILLERMO GASCA

ARTICLE VI: MANAGEMENT- BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall never be less than three (3) in number.

ARTICLE VII: ELECTION OR APPOINTMENT OF DIRECTORS

The manner in which the directors are elected or appointed shall be in accordance with the method of election or appointment of directors stated in the By-Laws.

ARTICLE VIII: INITIAL DIRECTORS

Initially the Board of Directors shall consist of five (5) persons whose names and addresses are as follows and who shall serve as Directors until the first election:

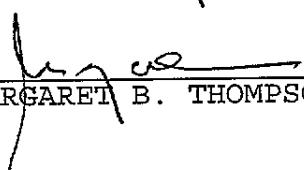
- |   |  |
|---|--|
| 1.) AGUSTIN GASCA<br>P.O. BOX 430275<br>Miami, Florida 33243    | 2.) MARGARET THOMPSON<br>P.O. BOX 430275<br>Miami, Florida 33243 |
| 3.) JAVIER GOICOCHEA<br>P.O. BOX 430275<br>Miami, Florida 33243 | 4.) HECTOR MARTINEZ<br>P.O. BOX 430275<br>Miami, Florida 33243   |
| 5.) JORGE CORDOVA<br>P.O. BOX 430275<br>Miami, Florida 33243    |  |

ARTICLE IX: INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be:

MARGARET B. THOMPSON  
P.O. BOX 430275  
Miami, Florida 33243

The undersigned incorporator has executed these Articles of Incorporation this 11<sup>th</sup> day of February, 1999.

  
MARGARET B. THOMPSON, INCORPORATOR

ARTICLE X: AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by the Chairman of the Board.

ARTICLE XI: AMENDMENT TO BY-LAWS

The By-Laws may of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XII: MEMBERSHIP

The qualification of members and the manner of their admission shall be in accordance with provisions for qualification of members and manner for admission stated in the By-Laws. It is expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Board of Directors of this corporation, are to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

Any person, corporation, partnership, association or organization, who is interested in the purposes of the corporation, who is capable of contributing to the achievement of the purposes and effective operation of the corporation, and who complies with the requirements established from time to time by the By-Laws, shall be eligible for membership in this corporation upon application to, and approval of, the Board of Directors as provided in the By-Laws of the corporation.

The Board of Directors shall have authority to establish classes or types of memberships, including but not limited to voting and non-voting.

ARTICLE XIII: TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon filing of these Articles of Incorporation.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the register office/registered agent, in the State of Florida.

That UNIVERSIDAD QUETZALCOATL EN IRAPUATO, (U.Q.I.) INC. desiring to organize under the laws of the State of Florida with its principal office and mailing address, as indicated in the Articles of Incorporation has named JOHN F. YEAGER located at 300 Sevilla Avenue - Suite 215, City of Coral Gables, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
JOHN F. YEAGER, REGISTERED AGENT

CERTIFICATE

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