

N00000000220



ACCOUNT NO. : 072100000032

REFERENCE : 522272 81517A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizot

ORDER DATE : December 20, 1999

ORDER TIME : 10:57 AM

700003075387-8

ORDER NO. : 522272-005

CUSTOMER NO: 81517A

CUSTOMER: Angel M. Garcia-oliver, Esq
FERRELL SCHULTZ CARTER &
FERRELL SCHULTZ CARTER &
Miami Center, Suite 1920
201 S. Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: VENEZUELA WITHOUT BOUNDARIES
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

513
W99-28994
534-2589

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 20 PM 12:46

RECEIVED
99 DEC 20 PM 1:42
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC 20 PM 12: 46

December 21, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: VENEZUELA WITHOUT BOUNDARIES FOUNDATION
Ref. Number: W99000028994

We have received your document for VENEZUELA WITHOUT BOUNDARIES FOUNDATION and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Please accept our apology for failing to mention this in our previous letter.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 799A00059780

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00 JAN 12 AM 10: 37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
RECEIVED
Please give original
submission date as file date.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC 20 PM 12:46

December 20, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: VENEZUELA WITHOUT BOUNDARIES FOUNDATION
Ref. Number: W99000028994

We have received your document for VENEZUELA WITHOUT BOUNDARIES FOUNDATION and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 299A00059585

RESUBMIT
Please give original
submission date as file date

RECEIVED
99 DEC 21 AM 10:45
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

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Articles of Incorporation of
VENEZUELA WITHOUT BOUNDARIES FOUNDATION, Inc.

a Florida Not-For-Profit Corporation

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not-For-Profit Corporation Act, as set forth in chapter 617 of the Florida Statutes, adopt the following Articles of incorporation for the corporation:

Article I

The name of the corporation is:

VENEZUELA WITHOUT BOUNDARIES FOUNDATION, Inc.
a Florida Not-For-Profit Corporation.

Article II

The corporation shall have perpetual duration. The principal and mailing address of the corporation shall be 201 S. Biscayne Blvd.. 34th Floor, Miami, FL 33131.

Article III

The corporation is a not for profit corporation. The purpose for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charitable and educational goals and for other charitable purposes, by the distribution of its funds for those purposes, and particularly for the welfare of children of Venezuelan origin who are in need of medical care in the United States.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article IV

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their

admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

Article V

The street address of the initial registered office of the corporation is Ferrell Schultz Carter & Fertel, P.A., 201 S. Biscayne Boulevard, 34th Floor, City of Miami, County of Miami-Dade, State of Florida. The name of its initial registered agent at that address is:

Angel M. Garcia-Oliver, Esq.
Ferrell Schultz Carter & Fertel, P.A.
201 S. Biscayne Boulevard, 34th Floor
Miami, Florida 33131.

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on March 15, 2000e], at 11:00 A.M., at 201 S. Biscayne Boulevard, 34th Floor, Miami, Florida 33131, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of 2 years until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 11:00 A.M., on the 15th day in March of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the Board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Residential Address</u>
Oswaldo Cisneros Fajardo	201 S. Biscayne Boulevard, 34 th Floor Miami, Florida 33131
Mireya Blavia Gomez	201 S. Biscayne Boulevard, 34 th Floor Miami, Florida 33131
Antonio Blavia	201 S. Biscayne Boulevard, 34 th Floor Miami, Florida 33131

Article VII

The name and address of each incorporator are:

<u>Name</u>	<u>Address</u>
Angel M. Garcia	Ferrell Schultz Carter & Fertel, P.A. 201 S. Biscayne Boulevard, 34 th Floor Miami, Florida 33131

Article VIII

The board of directors shall elect the following officers: President, Vice-President, Treasurer, and Secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Oswaldo Cisneros Fajardo	201 S. Biscayne Boulevard, 34 th Floor Miami, Florida 33131
Vice-President/ Secretar/Treasurer	Mireya Blavia Gomez	201 S. Biscayne Boulevard, 34 th Floor Miami, Florida 33131

Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

Article X

99 DEC 20 PM 12:46

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.


Article XI

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of the State of Florida, have executed these articles of incorporation on 17th day of December, 1999.



Angel M. Garcia-Oliver, Esq.
Signature/Incorporator

12-17-1999

Date

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.



Angel M. Garcia-Oliver, Esq.
Signature/Registered Agent

12-17-1999

Date