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Requester's Name

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00 JUN 22 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: (PLEASE PRINT) **305 383-8332**
PHONE: **"METAGROUP FOUNDATION, INC**
13825 SW 88th STREET
MB-205
MIAMI, FL 33186

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

JUN 26 2000

Examiner's Initials

ARTICLES OF INCORPORATION

OF

METAGROUP1 FOUNDATION, INC.
A Corporation Not-For-Profit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers, do hereby associate ourselves to form a "Corporation Not-For-Profit" pursuant to the *'Human Rights Chart, the U.S. Constitution, and the Laws of the State of Florida'*, and do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this Corporation shall be:
METAGROUP1 FOUNDATION, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

- Initial Principal Office: 10805 SW 142nd Place, Miami, FL 33186
- Initial Mailing Address: 13825 SW 88th Street # 205, Miami, FL 33186

ARTICLE III. PURPOSES

- a. The Corporation is organized and shall be exclusively for charitable, educational and scientific purposes within the intent and meaning of Section 501 (c) (3) of the Internal Revenue Code of the United States.
- b. The purposes of the Corporation are, and shall be, to encourage, aid, enrich, foster, support - with grants, loans, fund raisings, or receiving as gifts- and promote programs, operations and activities of:

i. **METAGROUP1 Health Care Programs** "not-for-profit":

1. To cover expenses in emergency centers, hospitals, medical clinics, diagnostic, therapy, and rehabilitation centers, laboratories, pharmacies, nursing homes, elder, children and handicapped care centers, special centers for mentally disordered people, medical, technical, nursing, and assistant nursing services, medical equipment, and medical transportation units or services, and health prevention medical programs for:
 - a. Immigrant uninsured patients in process of change their immigration status, or from low-income status in their countries that need certain medical services not available in their native country.
 - b. Insured patients of HMO, Medicare, Medicaid, to cover over-costs of diagnosis, and treatment not included in their policies.
 - c. Low-income, U.S. citizens, residents, and refugees.
2. Initially will operate in the southern part of the State of Florida (Counties of Dade, Broward, and Monroe), then in the entire State of Florida, further on nationwide.

**Articles of Incorporation of
METAGROUP1 FOUNDATION, INC.**

3. Programs will be:

- a. METAGROUP1 Health Systems Medical Network "not-for-profit".
- b. METAGROUP1 Health System Medical Services "not-for-profit".
- c. METAGROUP1 Health System Medical Insurance "not-for-profit".
- d. METAGROUP1 Health System Medical Equipment "not-for-profit".
- e. METAGROUP1 Health System Medical, Technical, and Nursing Schools "not-for-profit".

ii. **METAGROUP1 PROGRAMS TO IMPROVE HUMAN RIGHTS, DEMOCRACY, WORLDWIDE PEACE, AND CIVIC PRINCIPLES**

Programs to improve "Human Rights", "Worldwide Peace", "Civic Principles", and "Democracy", and to "Encourage Self Sufficiency and Success to Reduce U.S. and worldwide Welfare Population". These Programs will be implemented by workshops, seminars, forums, panels, lecture groups, and other similar programs that may or may not include the use of "Media" and communications such as newspapers, magazines, radio, TV, Internet, or Intranet. These Programs may or may not be sponsored by the U.S. Government, UNO, or by any other U.S. or International Organization.

iii. **METAGROUP1 PROGRAM TO PROTECT REFUGEES' AND IMMIGRANTS' FAMILY UNIT IN THE U.S.**

Program for immigrants and refugees from countries infested with wars, terrorism, guerrillas, and violence, considered their victims. This Program shall protect their "Family Unity", and provide them with full legal migratory support. And for low-income immigrants or refugees shall also provide them with other legal, economical, educational, and medical temporary support, that may or may not include temporary "free-housing" and transportation when necessary.

iv. **PROGRAM TO REDUCE IMMIGRATION TO THE U.S.**

Program to improve freedom, social and economical living standards of the population in Latin America, the Caribbean, ex-Soviet countries, and other countries, in order to reduce their massive and illegal immigration to the U.S., by improving the application of human rights, and democracy in their countries, and by improving their living, labor and income conditions in their native countries.

**Articles of Incorporation of
METAGROUP1 FOUNDATION, INC.**

1. This Program may or may not be sponsored by the U.S. Government, the United Nations Organization (UNO), or any other U.S. or International Organization.
2. This Program shall include: Seminars, forums, panels, and others to promote the benefits to live in their own countries.
3. This Program may also include Vaccination and Health Prevention Programs.

v. **METAGROUP1 LEGAL PROGRAMS** To develop and manage Legal Programs in order to give general legal advice and services –including: Migratory, and the register of Patents, Trademarks, and Intellectual Property- for low-income immigrants and refugees, U.S. citizens, and residents children, orphans, single mothers, handicapped –including mentally disordered- and elder people.

vi. **METAGROUP1 EDUCATION PROGRAMS** Develop, design, manage, or sponsor the following Education Programs providing scholarships, grants, and free-interest-loans for Honors, Gifted and low-income students, U.S. citizens, residents, refugees and immigrants in general:

1. Athletic Educational Program.
2. Art Educational Program.
3. Continuing Education Technical Programs.
4. School and Professional Degree Revalidation Program for low-income U.S. Citizens, residents, immigrants, and refugees.
5. Intensive English Courses and temporary Tutorial Programs addressed to Elementary, Middle, High School, College, and University levels.
6. Credit Curricula -F/T or P/T- students.
7. Vocational Careers: including Real Estate, Insurance, Mortgage, and Bank/Financial Course Programs and Licenses.
8. Child Day-Care, and After School-Care services.
9. To Sponsor “Civic”, “Protocol” and “Family Values” Educational Programs.
10. To develop, own, lease, and manage Educational, Art, Technical and Athletic Centers, for U.S. Citizens, residents, refugees, and immigrants of elementary, medium, high schools, athletic, art and technical schools, colleges and universities.

vii. **METAGROUP1 Education Centers** “not-for-profit” owning, developing, leasing, managing or sponsoring these Centers.

**Articles of Incorporation of
METAGROUP1 FOUNDATION, INC.**

- viii. **METAGROUP1 Homes** "not-for-profit" owning, developing, leasing, managing or sponsoring these Villages to be used as 'free-temporary-house' for low-income U.S. citizens, residents, refugees and immigrants from countries infested with wars, terrorism, guerrillas, and violence, considered their victims.

ARTICLE IV. DONATIONS

Donations to the Corporation that are designated for the support of a determinate Program shall be held in an account for the benefit of this Program. But if these donations are not designated for the support of a specific Program, they shall be used to support any one or more Programs, at the discretion of the Board of Directors.

ARTICLE V. REVENUES OR ASSETS

No part of the revenues or assets of the Corporation shall inure to the benefit of or be distributable to its members, trustees, or other private persons, except those 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 herein set forth.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to a Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code or the corresponding Section of any future Federal Tax Code, or by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

ARTICLE VI. FUNDS

Funds of the Corporation shall be transferred to and invested by METAGROUP1 FOUNDATION, INC. in accordance with policies adopted from time to time by METAGROUP1 FOUNDATION, INC.

ARTICLE VII. MEMBERSHIP

- a. **Membership** The Corporation shall have members distinct from the Board of Directors. The sole Member of the Corporation is METAGROUP1, INC. (hereafter referred to as the "Member").
- b. **Rights and Powers Reserved to Members** No attempted exercise of the rights or powers reserved to the "Member" in these Articles of Incorporation or in the By-Laws of the Corporation by any person other than the "Member" shall be valid or have any force or effect whatsoever.
- c. **Meetings of the "Member"** The annual meeting of the Board of Trustees of the "Member" shall be annually the first Thursday of every March of each year , unless otherwise determined by the Board of Trustees of the "Member". Special Meetings of the "Member" may be called at the discretion of the Board of Trustees.

**Articles of Incorporation of
METAGROUP1 FOUNDATION, INC.**

- d. **Manner of Action by the "Member"** The "Member" may take action through the Board of Trustees or the Executive Committee of the Board of Trustees or through an officer of the "Member". The "Member" may exercise the rights and powers reserved to it in and pursuant to these Articles of Incorporation and the By-Laws of the Corporation, and pursuant to policies adopted from time to time by the Board of Trustees in accordance with these Articles of Incorporation or the By-Laws of the Corporation.
- e. **Additional Members, Successor Members** Additional Members may be appointed by majority vote of the Board of Trustees of the "Member". These additional Members shall have only such rights and powers as are expressly authorized by the Board of Trustees of the "Member", and as are provided for in these Articles of Incorporation or the By-Laws of the Corporation. A new Member may be appointed by majority vote of the Board of Trustees of the "Member" to succeed the "Member" as the sole member of the Corporation, or to serve as one of multiple members.
- f. **Termination of Membership** The Membership of the "Member" may only be terminated by unanimous (100%) decision of the Board of Trustees of the "Member".

ARTICLE VIII. TERM OF EXISTANCE

This Corporation shall be perpetual unless and until the Corporation is dissolved in accordance with the Law.

ARTICLE IX. OFFICERS

The officers of the Corporation who shall manage the affairs of the Corporation shall be: A Chief Executive Officer, one or more Vice-Presidents, a Secretary, a Treasurer, and such officers as may be provided in the By-Laws of the Corporation, all of whom shall be elected or appointed according to the By-Laws of the Corporation.

ARTICLE X. BOARD OF DIRECTORS

The members of the Board of Directors shall be named, and removed, at any time, by the Board of Trustees.

- a) The business of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than fifty (50) members.
- b) Within the limitation established in paragraph a) above, the number of members of the Board of Directors, from time to time, shall be as designated in the By-Laws of the Corporation.
- c) The Board of Directors may not, without prior approval of the Member:
 - 1. Adopt a Plan of Dissolution of the Corporation;
 - 2. Authorized the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;
 - 3. Adopt a Plan of Merger or Consolidation of the Corporation with another Corporation;
 - 4. Appoint or remove the independent auditors of the Corporation;

**Articles of Incorporation of
METAGROUP1 FOUNDATION, INC.**

5. Sale or mortgage any real property owned by the Corporation or acquire any real property by donation or purchase; or
6. Adopt any annual operating or capital budget of the Corporation' or approve any changes thereto.

ARTICLE XI. BY-LAWS

The By-Laws of the Corporation may be made or amended or rescinded in any manner permitted by the By-Laws.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended, rescinded or added to:

- i) by majority vote of the entire Board of Trustees of the 'Member' at any regular or special meeting, or
- ii) subject to ratification by the Board of Trustees of the 'Member', by majority vote of the entire Board of Directors of the Corporation at any regular or special meeting, provided that written notice of the proposed amendment or addition shall have been given to every member of the Board of Directors and to every member of the Board of Trustees of the 'Member' at least fifteen (15) days in advance of the meeting.

The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same matter.

ARTICLE XIII. DISSOLUTION

The Board of Directors of the Corporation, by two-thirds (2/3) vote of all of the Directors and upon written approval of the Board of Trustees of the 'Member' may dissolve the Corporation. In addition, the Board of Trustees of the 'Member' may -by majority vote- dissolve the Corporation.

ARTICLE XIV. DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the Corporation, all assets and properties then on hand which are designated for the support of the Programs including those as METAGROUP1 Health Systems Hospitals, Medical Centers, and Educational Centers, and Homes shall be distributed to these Programs and all assets and properties then on hand which are not designated to support all the above mentioned Programs shall be distributed to the METAGROUP1 Health Systems Hospitals, Medical Centers and Educational Centers, and Homes as directed by the Board of Trustees of the 'Member', provided, however, that if any of these Programs do not then qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of the United States, as the same maybe amended (the "Code"), the said assets and properties shall be distributed among all the other Programs that then qualify as exempt organizations under Section 501 (c) (3) of the Code, and provided further, however, that if none of these Programs so qualify, the assets and properties of the Corporation shall be distributed to one or more not-for-profit Corporations which then qualify as an exempt organization under the above mentioned Section of the Code, and which are designated to receive the assets and properties by the Board of Trustees of the 'Member'.

**Articles of Incorporation of
METAGROUP1 FOUNDATION, INC.**

ARTICLE XV. INDEMNIFICATION

The Corporation shall indemnify any Directors or Officers of the Corporation made a party to any action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director of or an Officer of the Corporation, or a Trustee or Director or Officer of any other Corporation which he/she serves as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him/her or in connection with an appeal therein, except in relation to matters as to which such Director, Trustee or Officer may be adjudged to have been guilty of negligence or misconduct in the performance of his/her duty to the Corporation.

The Corporation shall indemnify any Director may a party to any action, suit or proceeding other than one or in the right of the Corporation to procure a judgment in its favor whether civil or criminal, brought to impose a liability on such Director, for an act alleged to have been committed by such Director in his capacity as Director or as an Officer of the Corporation, or in the capacity of a Trustee, Director or Officer of any other Corporation which he/she served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including, but not limited to, attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable believe that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground to believe that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of "nolle contendere" shall not in itself create a presumption that any Director did not act in good faith in the reasonable believe that such action was in the best interests of the Corporation, or that he/she had reasonable ground to believe that such action was unlawful.

ARTICLE XVI. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall be as follows:

- **Vivian Carty-Maurtua:** **CEO, Chairman-President**
10805 SW 142nd Place, Miami FL 33186
- **Attorney, Nathan I. Leder:** **Vice-President & Treasurer**
5200 Blue Lagoon Drive, Suite 600, Miami FL 33126
- **Jaime A. Maurtua:** **Director- Secretary**
10805 SW 142nd Place, Miami FL 33186
- **Attorney, Aldo A. Caceres:** **Director**
757 NW 27th Ave., Suite 204, Miami FL 33125
- **Fernando Esparza, MD:** **Director**
55 West 29th Street, Hialeah FL 33012
- **Oscar A. Alvarez:** **Director**
5280 SW 4th Street, Miami FL 33134
- **Diana R. Maurtua-Carty:** **Director**
10805 SW 142nd Place, Miami FL 33186
- **Alfred F. Catter:** **Director**
2275 NW 78th Terrace, Suite 105, Lauderhill FL 33313

**Articles of Incorporation of
METAGROUP1 FOUNDATION, INC.**

ARTICLE XVII. INITIAL BOARD OF TRUSTEES

The initial Board of Trustees of this "not-for-profit" Corporation is:

- **Jaime A. Maurtua, Chairman**
10805 SW 142nd Place, Miami FL 33186
- **Vivian Carty-Maurtua, Vice-Chairman and Treasurer**
10805 SW 142nd Place, Miami FL 33186
- **Diana R. Maurtua-Carty, Secretary**
10805 SW 142nd Place, Miami FL 33186

ARTICLE XVIII. INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

METAGROUP1, INC.

10805 SW 142nd Place, Miami FL 33186

ARTICLE XIX. VALIDITY

This Corporation "not-for-profit" shall be valid, and its Articles of Incorporation shall have full force and effect as from this day June 2, 2000.


ARTICLE XX. RESIDENT AGENT AND ADDRESS

The name and address of the initial Resident Agent is:

METAGROUP1, INC.

10805 SW 142nd Place, Miami FL 33186

IN WITNESS WHEREOF, METAGROUP1, INC. acting as Resident Agent and Incorporator of METAGROUP1 FOUNDATION, INC. is duly represented by its President and Secretary of the Board of Directors, and by the initial Chairman of the Board of Trustees of METAGROUP1 FOUNDATION, INC. who have executed these Articles of Incorporation and do hereby adopt them as from this 2nd day of June, 2000.



Vivian Carty-Maurtua

President of the Board of Directors of
METAGROUP1, INC.



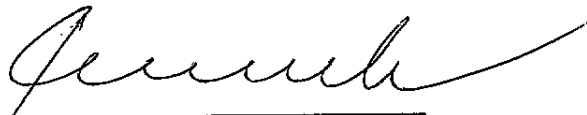
Diana R. Maurtua-Carty

Secretary of the Board of Directors of
METAGROUP1, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Jaime A. Maurtua

Chairman of the Board of Trustees of
METAGROUP1 FOUNDATION, INC.