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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

AMERICAN FRIENDS OF VALPARAISO, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

AMERICAN FRIENDS OF VALPARAISO, INC.
(A Florida Not For Profit Corporation)

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TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida and the Florida Not For Profit Corporation Act.

ARTICLE I

NAME

The name of this corporation shall be: AMERICAN FRIENDS OF VALPARAISO, INC. ("Corporation").

ARTICLE II

PURPOSE

The Corporation is a not for profit corporation formed pursuant to the Florida Not For Profit Corporation Act. The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation's purpose shall also include the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or any other corresponding provisions of any law of the United States. The Corporation shall have, without limitation, the power to do, alone, or in cooperation with other organizations or persons, any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance, accomplishment, or attainment of the purposes of the Corporation.

ARTICLE III

EARNINGS AND ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services

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500 East Broward Boulevard
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rendered and to make payments and distributions in furtherance of the purposes set forth above. 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 publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision herein, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. In addition, this Corporation shall not, except to the extent permitted by law including federal tax law, engage in any activity or exercise any powers that are not in furtherance of the purposes of this Corporation.

References in this Articles of Incorporation to Sections of the Code shall be deemed to include the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV

DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the country in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

MEMBERSHIP

The Corporation shall have no members. The Corporation is not organized for profit and shall not have authority to issue capital stock.

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ARTICLE VI

MANAGEMENT

Except as otherwise provided by law, or in the Bylaws of the Corporation, the business of the Corporation shall be managed and all of the powers of the Corporation be exercised by the Board of Directors of the Corporation.

ARTICLE VII

TERM OF EXISTENCE

The Corporation shall exist in perpetuity unless sooner dissolved according to law. Corporate existence shall commence upon the filing of these Articles with the Office of Secretary of State.

ARTICLE VIII

INITIAL PRINCIPAL OFFICE

The initial street address and mailing address of the principal office of this Corporation in the State of Florida shall be 500 East Broward Boulevard, Suite 1130, Fort Lauderdale, Florida 33394.

ARTICLE IX

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this Corporation shall be:

William C. Phillippi, President
B & C CORPORATE SERVICES, INC.
201 South Biscayne Blvd., Suite 3000
Miami, Florida 33131

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Prepared by Steve L. Wasserstein, Esq.
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ARTICLE X

DIRECTORS

The Bylaws shall govern the manner in which directors are elected or appointed. The Board of Directors shall never have less than three (3) directors. The following shall constitute the initial directors who shall act until the first meeting of the members or until their successors are duly chosen and qualified, and the names and addresses of the persons who are to serve as the initial Directors are as follows:

R. Christopher Hanna Director
1 Biscayne Tower
2 South Biscayne Blvd.
Miami, Florida 33131

Steve Terni Director
2401 South Gessner
Houston, Texas 77063-2005

Juan Capello Director
Hill and Knoultor
466 Lexington Avenue
New York, New York 10017

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be altered, amended or repealed only by a majority vote of the Board of Directors of the Corporation.

ARTICLE XII

DEDICATION OF ASSETS

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

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ARTICLE XIII

INDEMNIFICATION

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

ARTICLE XIV

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Steve L. Waserstein, Esq.
BROAD AND CASSEL
500 East Broward Boulevard, Suite 1130
Fort Lauderdale, Florida 33394

The undersigned has executed these Articles of Incorporation this 10th day of October, 2000.



STEVE L. WASERSTEIN, Incorporator

Prepared by Steve L. Waserstein, Esq.
FL. Bar No. 0986992
Broad and Cassel
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394

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ACCEPTANCE OF APPOINTMENT
OF

REGISTERED AGENT

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.

B & C CORPORATE SERVICES
INC.

By: William C. Phillippi
Print Name: William C. Phillippi,
President

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