

TRANSMITTAL LETTER

N00000008129

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
00 DEC -4 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: MCA Foundation Corporation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

600003485126--5
-12/04/00--01114--015
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Cristina Avello
Name (Printed or typed)

999 Ponce de León Blvd., Suite 1100
Address

Coral Gables, FL 33134
City, State & Zip

(305) 529-1999
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

MCA FOUNDATION CORPORATION

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TALLAHASSEE, FLORIDA

The undersigned, a natural person (the "Sole Incorporator"), for the purpose of organizing a not-for-profit corporation to conduct the business and promote the purposes hereinafter stated, in compliance with Chapter 617, F.S. and subject to the requirements of the laws of the State of Florida hereby certifies that:

Article I

The name of this not-for-profit corporation is: **MCA Foundation Corporation.**

Article II

The principal place of business and mailing address of this corporation shall be: 999 Ponce De Leon Boulevard, Suite 940, Coral Gables, Florida, 33134.

Article III

The purpose of this corporation is to assist technology companies in providing e-Learning opportunities to the public. The corporation shall raise money for the construction, implementation and distribution of learning tools via the Internet. The purpose of this corporation is limited by the requirements of Section 501(c)(3) of the Internal Revenue Code.

Article IV

Directors shall be appointed by the sole incorporator on a yearly basis to hold office for one year. Each director shall hold office either until the expiration of the term for which appointed, or until such director's death or resignation.

Article V

The initial directors shall be:

- (1) Julio A. Avello;
- (2) Cristina M. Avello; and
- (3) James G. Sammataro

Their mailing address is:

999 Ponce De Leon Blvd., Suite 940
Coral Gables, FL 33143

Article VII

The name and the mailing address of the Initial Registered Agent is as follows:

Cristina M. Avello
999 Ponce De Leon, Blvd., Suite 940
Miami, Florida 33143

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Article VIII

The name and the mailing address of the Sole Incorporator is as follows:

Cristina M. Avello
999 Ponce De Leon, Blvd., Suite 940
Miami, Florida 33143

Article IX

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 in Article III above.

Article IX

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, this Certificate has been subscribed this 28th day of November, 2000 by the undersigned who affirms that the statements made herein are true and correct. Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.



CRISTINA M. AVELLO
SOLE INCORPORATOR AND
REGISTERED AGENT