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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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June 6, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Doral Resort Foundation Inc.

N010000003925

Filing Evidence

☐ Plain/Confirmation Copy

☒ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

Retrieval Request

☐ Photocopy

☐ Certified Copy

| NEW FILINGS | |
|-------------|-------------------|
| | Profit |
| X | Non Profit |
| | Limited Liability |
| | Domestication |
| | Other |

| AMENDMENTS | |
|------------|------------------------------------|
| | Amendment |
| | Resignation of RA Officer/Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| | Merger |

| OTHER FILINGS | |
|---------------|------------------|
| | Annual Reports |
| | Fictitious Name |
| | Name Reservation |
| | Reinstatement |

| REGISTRATION/QUALIFICATION | |
|----------------------------|-------------------|
| | Foreign |
| | Limited Liability |
| | Reinstatement |
| | Trademark |
| | Other |

TO OFFICE
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J. BRYAN JUN - 6 2001

ARTICLES OF INCORPORATION
OF
DORAL RESORT FOUNDATION, INC.

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ARTICLE I
NAME

The name of this corporation is DORAL RESORT FOUNDATION, INC. (the "Corporation").

ARTICLE II
ADDRESS

The address of the principal office and the mailing address of the Corporation, is 4400 NW 87th Avenue, Miami, Florida 33178.

ARTICLE III
PURPOSE

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purposes for which the Corporation is organized are to provide financial support to other organization qualified under Section 501(c)(3) of the Internal Revenue Code.

This corporation shall only engage in activities lawfully authorized for not-for-profit corporations, as established under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended or as same may be amended from time to time.

This corporation shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office. However, this provision shall not prohibit the corporation or its staff from drafting legislation, testifying before legislative committees or issuing general public appeals for the passage of laws in the public interest. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 of the corresponding provisions of any future United States Internal Revenue laws.

ARTICLE IV
POWERS

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.021 of the Florida Statutes. The Corporation's activities are limited by the provisions of Section 617.0105 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE V
MEMBERS

This Corporation shall have no members.

ARTICLE VI
TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VII
SUBSCRIBER

The name and address of the subscriber to these Articles are as follows:

Joel Paige
4400 NW 87th Avenue,
Miami, FL 33178

ARTICLE VIII
BOARD OF DIRECTORS

Section 1. The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of four (4) persons. The Board of Directors shall be appointed as provided in the bylaws of the Corporation.

Section 2. The number of directors which constitute the Board of Directors may be increased or decreased as provided in the bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3).

Section 3. The Chairman of the Board of Directors of this Corporation shall be elected by majority vote of the Board of Directors of this Corporation immediately after the resignation or expiration of the term of office of any prior Chairman.

ARTICLE IX
BYLAWS

Section 1. The Directors of this Corporation may provide such bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the bylaws may be amended, altered or rescinded by a majority vote of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

Section 3. The Bylaws of the Corporation shall contain provisions regulating the powers of the corporation, the directors, the officers and the members, the control of property owned by the corporation and such other things as shall be necessary and proper for the carrying on of the business of the corporation.

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

ARTICLE XI
NO PERSONAL LIABILITY

The directors, officers and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its officers, directors, and agents and all of its former officers, directors and agents, to the fullest extent permitted by law.

ARTICLE XII
DISSOLUTION

Upon 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 by contribution exclusively to one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the federal, state or local government for exclusive public purpose.

ARTICLE XIII
PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, other private persons or for-profit corporations, 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 hereof.

ARTICLE XIV
REGISTERED OFFICE

The name and address of the initial registered office and the initial registered agent of the corporation are:

Richard Gladney
4400 NW 87th Avenue,
Miami, Florida 33178

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have hereunto set my hand and seal, this 1st day of June, 2001, for the purposes of forming this corporation not for profit under the laws of the State of Florida.



Joel Paige

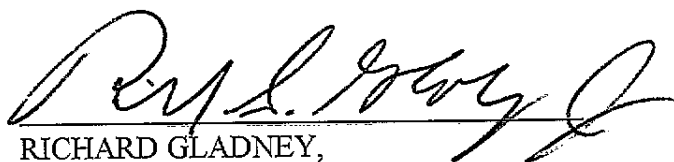
CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Doral Resort Foundation, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Richard Gladney, located at 4400 NW 87th Avenue, Miami, Florida 33178, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


RICHARD GLADNEY,
REGISTERED AGENT

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TALLAHASSEE, FLORIDA