

N01000004428

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000075801 0))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

**Division of Corporations
Fax Number : (850) 205-0381**

From:

**Account Name : JAM MARK LIMITED
Account Number : I20000000112
Phone : (305) 789-7758
Fax Number : (305) 789-7799**

FLORIDA NON-PROFIT CORPORATION

Instituto Tecnologico y de Estudios Superiores de Mo

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

FILED
01 JUN 22 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McK... **JUN 25 2001**

FROM

(FRI) 6. 22' 01 15:19/ST. 15:15/NO. 4261574352 P 2

H01000075801 0

FILED
JUN 22 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
INSTITUTO TECNOLÓGICO Y DE
ESTUDIOS SUPERIORES DE MONTERREY (USA), INC.**

The undersigned, acting as incorporator of INSTITUTO TECNOLÓGICO Y DE ESTUDIOS SUPERIORES DE MONTERREY (USA), INC., under the Florida Not For Profit Corporation Act, submits the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

INSTITUTO TECNOLÓGICO Y DE ESTUDIOS SUPERIORES
DE MONTERREY (USA), INC. (the "Corporation")

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the Corporation are:

1550 Madruga Avenue, Suite 150
Coral Gables, Florida 33134

ARTICLE III. DURATION AND COMMENCEMENT

The corporation will exist perpetually, commencing on the date these Articles of Incorporation are executed, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized as a corporation not-for-profit, exclusively for religious, charitable, educational, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding provision of any future United States Internal Revenue Law. Within the scope of the foregoing, the purposes of the Corporation shall include, but not be limited to, the following:

1. Promote, support and engage in activities carried on for scientific and/or educational purposes, by the direct conduct of such activities, including but not limited to, developing and operating educational and training programs of any kind and distance learning educational programs for transmission to persons throughout the world via whatever electronic or other means of transmission shall be available to the Corporation.

H01000075801 0

2. In furtherance of its stated purposes, the Corporation is further authorized: (a) to receive any form of grants, contributions, gift, bequest, or devise from any person, governmental entity or agency, firm, partnership, or corporation, to be utilized in the furtherance of the objects and purposes of the Corporation and to enter into agreements or contracts for contributions or grants to the corporation for its objects and purposes; (b) to establish an office and employ such personnel and engage such consultants and professionals as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons; (c) to purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership; (d) to contract and be contracted with, to sue and be sued, and to adopt and use a corporate seal; and (5) to do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) and to the other limitations provided in these Articles of Incorporation.

3. The purposes of the Corporation also include the performance of activities related or incidental to the furtherance of the Corporation's stated purposes and permitted under the laws of the United States and Florida.

ARTICLE V. LIMITATIONS ON CORPORATE POWER.

(a) The Corporation shall not engage in any activities prohibited by Section 617.0835 of the Florida Statutes, or by Section 501(c)(3) of the Internal Revenue Code.

(b) 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 (i) to pay reasonable compensation for services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation; and (ii) to make payments and distributions to persons who are qualified to receive same in furtherance of the charitable purposes set forth in Article IV. All net earnings and assets of the Corporation shall be expended for the purposes stated in Section 501(c)(3) of the Internal Revenue Code.

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law.

ARTICLE VI. MEMBERS

The Corporation shall have one or more classes of members as provided in the bylaws of the Corporation. The number and classes of members, the qualifications and rights of each class of members, and the manner of selection of such members shall be provided in the bylaws of the Corporation. The Corporation shall not issue capital stock.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the corporation and names Intrastate Registered Agent Corporation the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VIII. DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such odd number of persons as shall be fixed by the bylaws from time to time, but shall not be less than three. The qualifications to serve as a director, the rights and powers of the directors, and the manner and selection of the directors shall be as specified in the bylaws of the Corporation.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

The Corporation has four (4) directors initially, who shall serve until the organizational meeting of the Board of Directors or until their successors are elected and qualify. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Dr. Rafael Rangel Sostmann	Instituto Tecnológico y de Estudios Superiores Monterrey E. Garza Sada 2501, C.P. 64849, Monterrey, N.L., MEXICO
Ing. Rosalio Muñoz Castro	Instituto Tecnológico y de Estudios Superiores Monterrey E. Garza Sada 2501, C.P. 64849, Monterrey, N.L., MEXICO
Ing. Carlos Cruz Limón	Instituto Tecnológico y de Estudios Superiores Monterrey E. Garza Sada 2501, C.P. 64849, Monterrey, N.L., MEXICO

Ing. Eliseo Vazquez Orozco

Instituto Tecnológico y de Estudios Superiores Monterrey
E. Garza Sada 2501, C.P. 64849, Monterrey, NL, MEXICO

ARTICLE X. INCORPORATOR

The name and street address of the incorporator are:

Sylvia Gonzalez
Holland & Knight LLP
701 Brickell Avenue, Suite 3000
Miami, Florida 33131

ARTICLE XI. DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described by Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. No part of the assets or net earnings of the Corporation may be distributed or inure to the benefit of any individual.

ARTICLE XII. INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or

FROM

(FRI) 6. 22' 01 15:21/ST. 15:15/NO. 4261574952 P 6
H01000075801 0

agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

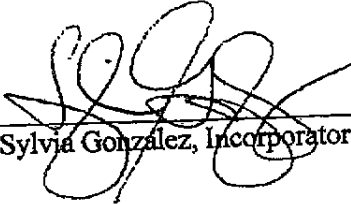
ARTICLE XIII. AMENDMENTS TO BYLAWS

The power to adopt, alter, amend or repeal the bylaws of the Corporation shall be vested in the directors, in accordance with and subject to the provisions of the bylaws.

ARTICLE XIV. AMENDMENTS TO ARTICLES OF INCORPORATION

The power to adopt, alter, amend or repeal any provisions of these Articles of Incorporation shall be vested in the members, in accordance with and subject to the provisions of the bylaws.

The undersigned incorporator, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, has executed these Articles of Incorporation as of this 22nd day of June, 2001.


Sylvia Gonzalez, Incorporator

FROM

(FRI) 6. 22. 01. 15:21/ST. 15:15/NO. 4261574952 P 7
H01000075801 0

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

That INSTITUTO TECNOLOGICO Y DE ESTUDIOS SUPERIORES DE MONTERREY (USA), INC., desiring to organize under the laws of the State of Florida, has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced Corporation at 701 Brickell Ave., Suite 3000, Miami, Florida 33131, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 22nd day of June, 2001.

INTRASTATE REGISTERED AGENT
CORPORATION

By: 

Name: Steven H. Hagen

Title: Vice President

FILED
01 JUN 22 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIA1 #1037841 v1

H01000075801 0