

No1000008459

TRANSMITTAL LETTER

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

FILED  
01 NOV 29 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

600004697646--4  
-11/29/01--01022--020  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Association of Small Payload Researchers, Corp., a non-profit  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)  
Corporation

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: Rolando M. Branly  
Name (Printed or typed)

6760 SW 27th Street  
Address

Miami, FL 33155  
City, State & Zip

(305) 667-5533  
Daytime Telephone number

Rolando M. Branly GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Supp  
DATE 12/4/01  
OC. EXAM Don Brown

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

D. BROWN DEC - 4 2001

ARTICLES OF INCORPORATION

OF

Association of Small Payload Researchers , Corp.

A NON-PROFIT CORPORATION

**In Compliance with Chapter 617, F.S., (Not for Profit)**

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of FLORIDA, adopt the following Articles of Incorporation:

ONE: The name of this corporation is *Association of Small Payload Researchers , Corp.*

TWO: The principal place of business and mailing address shall be: 10247 Coral Way, Suite D-170, Miami, Florida 33165.

THREE: The specific objectives and purposes of this corporation shall be: the advancement of education and sciences, specifically to promote the development and use of space educational payloads and autonomous scientific experiments. ASPR aims to assist in the development of educational curricula for high school, colleges and universities.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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FOUR: The manner in which the directors are elected or appointed is by election of a majority of the Board Members.

FIVE: The number of initial directors/officers of this corporation is three (3). Their names are as follows:

Rolando M. Branly, President and Treasurer,  
Emily S. Howard, Vice President and Secretary,  
Jorge I. Corrales, Vice President

SIX: The name and address of the registered agent of this corporation is:

GUSTAVO J. GARCIA-MONTES, ESQ.

6780 Coral Way

Miami, FL 33155.

SEVEN: The name and address of the incorporator of this corporation is:

ROLANDO MANUEL BRANLY.

6760 SW 27<sup>th</sup> Street

Miami, FL 33155

EIGHT: The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

This corporation shall have one class of membership. Any person shall be qualified to become a member upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed, from time to time, by the board of directors. Additional provisions

specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

NINE: Any additional provisions for the operation of the corporation are as follows:

- a. Officers and directors of this not-for-profit are allowed a travel expense reimbursement of no more than \$2,500 dollars per year.
- b. Officers and directors of this not-for-profit are allowed to receive a nominal reimbursement of up to \$2,000 per year.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

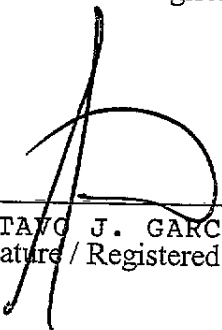
In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under

Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
GUSTAVO J. GARCIA-MONTES, ESQ.  
Signature / Registered Agent

11/26/2001  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
ROLANDO M. BRANLY  
Signature / Incorporator

November 20<sup>th</sup> 2001  
\_\_\_\_\_  
Date