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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AEROPOSTAL FOUNDATION, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION

FOR

AEROPOSTAL FOUNDATION, Inc.
a not for profit corporation

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopts(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

AEROPOSTAL FOUNDATION, Inc.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

1101 Brickell Avenue
Suite 500
Miami, Florida 33133

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are):

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future United States federal tax code.

B. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future United States internal revenue law.

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

D. This corporation will raise funds and/or provide services for poor and sick children to assist them in improving their quality of life. It will be involved in organizing and contributing to cultural, educational, artistic, social events to help these children.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

Directors will be elected in accordance with the by laws.

ARTICLE V LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 hereof. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation as set forth in Article III hereof.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

ANA M. VELIZ, ESQUIRE
Penthouse 1120
999 Ponce de Leon Boulevard
Coral Gables, Florida 33134

ARTICLE VII INCORPORATORS

The names and street addresses of the incorporator for these Articles of Incorporation is:

HAYDELEN VELASQUEZ DE RAMIZ
7444 Monaco Street
Coral Gables, Florida 33143

ARTICLE VIII DISSOLUTION

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

ARTICLE IX DISTRIBUTIONS, SELF DEALING and INVESTMENTS

A. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax or undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding provision of any future United States internal revenue law.

B. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding provision of any future United States internal revenue law.

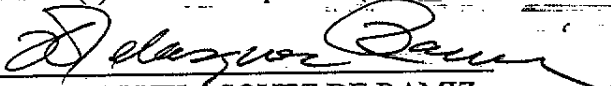
C. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding provision of any future United States internal revenue law.

D. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding provision of any future United States internal revenue law.

E. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding provision of any future United States internal revenue law.

The Undersigned Incorporator has executed these Articles of Incorporation this 10th day of May, 2002.

Signature(s) of the Incorporator(s)


HAYDELEN VELÁSQUEZ DE RAMIZ

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Aeropostal Foundation, *INC.*

2. The name and address of the registered agent and office is:

Ana M. Veliz, P.A.
Penthouse 1120
999 Ponce de Leon Boulevard
Coral Gables, Florida 33134

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.

SIGNATURE _____


Ana M. Veliz, Esq.

DATE _____

May 16th 2002

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SECRETARY OF STATE
TALLAHASSEE FLORIDA