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## FLORIDA NON-PROFIT CORPORATION

galadevelop foundtion, inc.

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ARTICLES OF INCORPORATION  
OF  
GAIADEVELOP FOUNDATION, INC.

THE undersigned incorporator(s), for the purpose of forming a Not For Profit Corporation under Chapter 617 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The Name of the corporation shall be:  
GAIADEVELOP FOUNDATION, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be:  
1835 NE Miami Gardens Drive, #103  
North Miami Beach, Florida 33179

ARTICLE III

The purpose for which the corporation is formed and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they now exist or may hereafter be amended.
2. The specific purpose for which the corporation is organized is : To promote development in a distressed community at a specific geographical area of the globe by means of the funding of research and development of innovative projects and programs.
3. To erect and maintain a building or buildings for the above purpose and engage in any operation incidental to and essential to carry out the purposes above mentioned.
4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

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5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.
6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge deed of trust, or other lien.
7. To apply for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purpose of this corporation.
8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.
9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.
10. Notwithstanding any other provision of the articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.
11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal revenue Code of 1954 (or the corresponding provisions of any future United states Internal revenue Law), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization

or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.
13. The By-Laws may impose other conditions of membership from time to time.

#### ARTICLE IV

The manner in which the directors are elected or appointed shall be by vote of then current list of members of said corporation.

#### ARTICLE V

The name and street address of the initial registered agent shall be:

LUIS ALBERTO WYLER  
1835 NE Miami Gardens Drive, #103  
North Miami Beach, Florida 33179

#### ARTICLE VI

The name and street address of the Incorporator of these Articles of Incorporation shall be:

LUIS ALBERTO WYLER  
1835 NE Miami Gardens Drive, #103  
North Miami Beach, Florida 33179

ANGELICA ARNAU  
1835 NE MIAMI GARDENS DRIVE, #103  
NORTH MIAMI BEACH, FLORIDA 33179

NOE DEL MAR  
1835 NE MIAMI GARDENS DRIVE, #103  
NORTH MIAMI BEACH, FLORIDA 33179

#### ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other such officers as may from time to time be created by the Board of Directors. The names of the Officers and the office they shall hold until the first election shall be

Luis Alberto Wyler            President / Vice President  
ANGELICA ARNAU            Secretary  
NOE DEL MAR            Treasurer

#### ARTICLE VIII

The members of the shall never be less than one (3) in number. The name and address of the initial Board of Directors shall be:

LUIS ALBERTO WYLER  
1835 NE Miami Gardens Drive, #103  
North Miami Beach, Florida 33179

ANGELICA ARNAU  
1835 NE MIAMI GARDENS DRIVE, #103  
NORTH MIAMI BEACH, FLORIDA 33179

NOE DEL MAR  
1835 NE MIAMI GARDENS DRIVE, #103  
NORTH MIAMI BEACH, FLORIDA 33179

#### ARTICLE IX

These Articles of Incorporation may be amended by majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established.

#### ARTICLE X

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving ten (10) days notice of said meeting in writing.

#### ARTICLE XI

The corporation shall hold an annual meeting fro members within ninety (90) days of the

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end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

ARTICLE XII

Having been named as registered Agent, I, LUIS ALBERTO WYLER, hereby accept the appointment as registered agent and agree to act in this capacity and accept service of process for the above stated corporation.

*[Signature]*  
 LUIS ALBERTO WYLER, as Registered Agent

The undersigned incorporators has executed these Articles of Incorporation this 4 day of October, 2002.  
*November*

*[Signature]*  
 LUIS ALBERTO WYLER, as Incorporator

*[Signature]*  
 NOE DEL MAR as Treasurer

SWORN TO AND SUBSCRIBED TO before me this 4 day of October, 2002.  
*November*

*[Signature]*  
 Notary Public State of Public



Valerie Lopez  
 Commission # CC 940264  
 Expires May 29, 2004  
 Bonded Through  
 Atlantic Bonding Co., Inc.

*[Signature]*  
 ANGELICA ARNAU as Secretary

SWORN TO AND SUBSCRIBED TO before me this 17 day of October, 2002.

*[Signature]*  
 Notary Public

EVAN OWEN  
 Vice Consul

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