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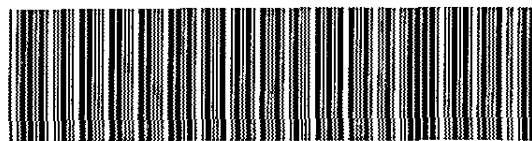
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TRANSMITTAL LETTER

2002 DEC -9 PM 2:39

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

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

SUBJECT: FOR FONDACION LA ROCA INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: STEPHEN J. SHIELDS
Name (Printed or typed)

12701 FRANK DR N
Address

SEMINOLE FL 33776
City, State & Zip

(727) 466 6564
Daytime Telephone number

NOTE: Please provide the original and one copy of the article -.



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 20, 2002

STEPHEN J. SHIELDS
12701 FRANK DRIVE N
SEMINOLE, FL 33776

SUBJECT: FONDACION LA ROCA INC.
Ref. Number: W02000033111

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

We have received your document for FONDACION LA ROCA INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 102A00062815

ARTICLES OF INCORPORATION

OF

FONDACIÓN LA ROCA INC.

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DECATUR COUNTY STATE
TALLAHASSEE FLORIDA

I, the undersigned, with other persons being desirous of forming a Corporation for charitable, community development, and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of this corporation is Fundación La Roca Inc.

ARTICLE II. PURPOSES

The corporation is organized exclusively for a charitable project aimed to assist the poor in areas surrounding Buenos Aires, Argentina within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III. QUALIFICATIONS OF MEMBERS

The Corporation is a service corporation and shall have no members.

ARTICLE IV. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. SUBSCRIBER

The names and residences of the subscribers to these Articles are:

Name	Residence
1. Stephen J. Shields, M.D.	12701 Frank Drive North Seminole, FL 33776

ARTICLE VI. OFFICERS

Section 1. The officers of the Corporation shall be a President, Vice President, Secretary/Treasurer.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

OFFICE	NAME
1. President	Stephen J. Shields, M.D.
2. Vice President	Steven D. Swiger Jr.
3. Secretary/Treasurer	Alicia Shields

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the by-laws.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have three (3) directors initially. The number of the directors may be increased from time to time, by the by-laws, but shall never be

less than three (3) nor more than, nineteen (19), unless the by-laws are subsequently amended. A director may be removed as outlined in the by-laws.

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the by-laws.

Section 3. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation, are:

	NAME	ADDRESS
1.	Stephen J. Shields, M.D.	12701 Frank Drive North Seminole, FL 33776
2.	Steven D. Swiger Jr.	8503 Quail Road Largo, FL 33777
3.	Alicia Shields	12701 Frank Drive North Seminole, FL 33776

ARTICLE VIII. BY-LAWS

Section 1. The board of directors of this Corporation may provide such by-laws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.

Section 2. Upon proper notice the by-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX. AMENDMENTS

Section 1. Amendments to the articles of incorporation may be adopted at a regular meeting of the Board of Directors, or a special meeting duly noticed for that purpose, by a majority vote of the directors then in office.

Section 2. The Board of Directors may submit, consider and vote upon any number of amendments at any one meeting.

ARTICLE X. PLACE OF BUSINESS

The location of this Corporation shall be at 12701 Frank Drive North in the City of Seminole, County of Pinellas, State of Florida.

ARTICLE XI. REGISTERED (STATUTORY) AGENT AND OFFICE

The registered (statutory) agent of the Corporation shall be Alicia Shields.
The registered (statutory) office of the Corporation shall be 12701 Frank Drive North, Seminole, Florida 33776.

ARTICLE XII. NON-PROFIT STATUS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including

publishing or distribution or statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XIII. DISSOLUTION CLAUSE

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization, or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not to be disposed of shall be disposed of by the Court of Common Pleas of the country in which the principal office of the corporation is 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 XIV. POWERS

Section 1. In order to promote the purposes of this Corporation, it may acquire property by grant, gift, purchase, devise or lease, or bequest, and hold dispose of such property as the Corporation shall require for the benefit of the Corporation and to further its purpose and mission, and not for pecuniary profit.


Section 2. The Corporation shall have all powers necessary to complete its mission and purposes provided such powers are not inconsistent with Florida Statute Chapter 617, as amended from time to time, the Internal Revenue Code of the United States of America; and the corporate by-laws.

ARTICLE XV. MEETINGS

Section 1. The annual meeting for the election of members of the Board of Directors shall be as provided in the by-laws.

Section 2. The Corporation may provide in its by-laws for the holding of additional regular meetings and any special meetings, but shall hold meetings at least quarterly.

IN WITNESS WHEREOF, I the undersigned subscribing incorporate, have hereunto set our hands and seals this 12th day of Nov., 2002, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.



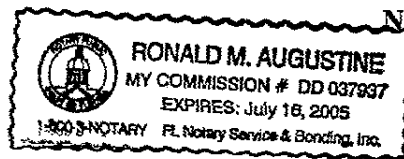
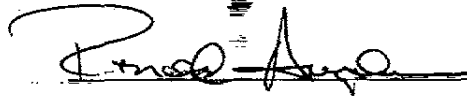
Stephen J. Shields, M.D., Subscriber

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Stephen J. Shields, M.D., who is personally known to me and is to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and seal in the county and state named above this 12 day of November, 2002.



Notary Public

Certificate of Designation

Registered Agent/Registered Office

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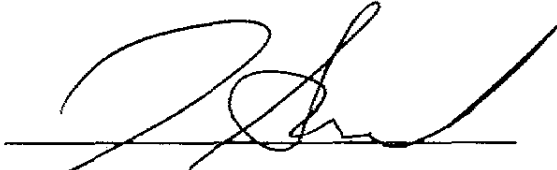
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617, Florida Statutes, the mentioned 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: Fondaciòn La Roca Inc.
2. The name and street address of the registered agent and office is:

Alicia Shields
12701 Frank Drive North
Seminole, Florida 33776

Having been named as registered agent and to accept the 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.


Alicia Shields
Registered Agent

11 / 25 / 02
Date

STATE of Florida
County of Pinellas
Before me appeared
Alicia Shields, known
personally this
11/2/02

