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## FLORIDA NON-PROFIT CORPORATION

Promayart Foundation, Inc.

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ARTICLES OF INCORPORATION  
OF

PROMAYART FOUNDATION, INC.  
(A Not For Profit Corporation)

The undersigned, acting as Incorporator of the **PROMAYART FOUNDATION, INC.**, a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation shall be the **PROMAYART FOUNDATION, INC.** The initial principal office and mailing address shall be Two Grove Isle, Unit 1703, Coconut Grove, Florida 33131.

ARTICLE II

PURPOSE

The purpose of the Corporation is dedicated to keeping alive and reviving the rich cultural tradition of the indigenous regions of Mexico, especially the Mayan, offering assistance and support to artists, and to make grants to various public organizations that support this purpose and to fund seminars, workshops, exhibitions and conferences in the United States and Europe to raise awareness about the Mayan region arts and crafts. All such charitable contributions shall be granted to entities or organizations described in Section 501(c)(3) of the Internal Revenue Code, or to other entities or individuals as may be permitted by the Internal Revenue Code.

### ARTICLE III

#### POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

### ARTICLE IV

#### LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or any members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, or by an organization, the contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

D. If the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, then:

1. The Corporation will distribute a sufficient amount for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

#### ARTICLE V

#### DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, any surplus remaining after payment of the just debts and liabilities of the Corporation shall not be distributed to or among the officers or directors of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed to such other organization or organizations, as selected by the Board of Directors, as are exempt under Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE VI

#### MEMBERSHIP

The Corporation shall not have any members.

#### ARTICLE VII

#### INCORPORATORS

The name of the Incorporators of this Corporation are LUIS QUIJANO and ANA LUISA G. DE QUIJANO, and the address of said Incorporators is Two Grove Isle, Unit 1703, Coconut Grove, Florida 33131.

#### ARTICLE VIII

##### OFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

#### ARTICLE IX

##### BOARD OF DIRECTORS

Members of the Board of Directors shall be elected in the manner and having such terms as shall be set forth in the By-Laws.

#### ARTICLE X

##### BY-LAWS

By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or these Articles of Incorporation.

ARTICLE XI

INTERNAL REVENUE CODE

All references herein to the "Internal Revenue Code" shall refer to the Internal Revenue Code of 1986, as amended, and the relevant Treasury Regulations thereunder, as they now exist or as they may hereafter be amended, or any corresponding provisions of any later federal tax laws.

ARTICLE XII

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 526 E. Park Avenue, Tallahassee, Florida 32301 and the name of the registered agent of the Corporation at that address is NRAI Services, Inc.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 7th day of January, 2003.

  
\_\_\_\_\_  
LUIS QUIJANO, Incorporator

  
\_\_\_\_\_  
ANA LUISA G. DE QUIJANO, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The UNDERSIGNED, named as the registered agent in Article XII of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

NRAI SERVICES, INC.

Michael Donsan

Dated: 1-8, 2003

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