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CARL-CHRISTIAN THIER, LL.M.
ADMITTED IN NEW YORK & GERMANY ONLY

MARCOS A. CIGAGNA
ADMITTED IN BRAZIL ONLY

April 15, 2003

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

RE: ***CARIBBEAN COMMUNITY FOUNDATION, INC.***

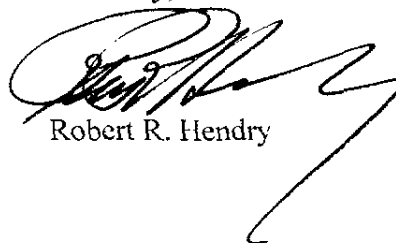
To Whom it May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced company. Please have the original Articles filed on the same day you receive them, if possible. I have enclosed our firm's check in the amount of \$87.50.

Please forward the certified copy of the Articles and a Certificate to us by regular mail.

Please do not hesitate to contact me if you have any questions and thank you for your assistance in this regard.

Sincerely,



Robert R. Hendry

RRH/bob

Enclosures

**ARTICLES OF INCORPORATION
OF THE
CARIBBEAN COMMUNITY FOUNDATION, INC.**

ARTICLE ONE

Name

The name of the corporation shall be:
CARIBBEAN COMMUNITY FOUNDATION, INC.

ARTICLE TWO

Perpetual Duration

The corporation shall have perpetual duration.

ARTICLE THREE

Corporation Not For Profit and Charitable Purposes

The corporation shall be a corporation not for profit under the provisions of Florida law. It shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, that in the absolute discretion of the Board of Directors most effectively will serve the needs and interests of the Caribbean region, and benefit and promote the well-being of the people throughout the region. In furtherance of such purposes, the corporation shall have full power and authority:

(a) To acquire or receive from any individual, firm, association, corporation, trust, foundation, or any government or governmental subdivision, unit or agency, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income thereof solely for the charitable purposes hereof;

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(b) To distribute property and to extend financial aid and support through grants, gifts, contributions, or other aid or assistance to qualified charitable organizations or for charitable purposes;

(c) To distribute property for such charitable purposes in accordance with the terms of gifts, bequests, or devises to the corporation not inconsistent with its purposes, as set forth in these Articles of Incorporation, or in accordance with determinations made by the Board of Directors pursuant to these Articles of Incorporation;

(d) To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgment of the Board of Directors (without the necessity of the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the Caribbean region and other areas served by the corporation;

(e) To engage in charitable functions and activities, not inconsistent with its purposes, as set forth in these Articles of Incorporation, to develop and coordinate the philanthropic resources for the Caribbean region, and to promote and improve philanthropy in the communities served by the corporation by exercising philanthropic leadership and by engaging in activities aimed at civic betterment and meeting the needs of those communities; and

(f) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of applicable provisions of Florida law (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article Three and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR

Publicly Supported Tax-Exempt Community Foundation

The corporation shall be a corporation not for profit and shall be neither organized nor operated for pecuniary gain or profit.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the corporation, or any other private person; but the corporation shall be authorized and empowered to pay members, directors, officers, trustees or others reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article Three hereof.

(b) The corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that it would disqualify it for tax exemption under section 501(c)(3) of the Internal Revenue Code by reason of attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities prohibited to be carried on:

(i) By a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(1) or (2) of the Internal Revenue Code, for federal estate tax purposes under section 2055(a)(1) or (2) of the Internal Revenue Code, and for federal gift tax purposes under section 2522(a)(1) or (2) of the Internal Revenue Code.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code. It is further intended that the corporation shall have the status of a community foundation which is publicly supported within the meaning of section 170(b)(1)(A)(vi) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation, and all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE FIVE

Board of Directors

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a community foundation which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code.

ARTICLE SIX

Members

The corporation initially shall have no members. However, the Board of Directors of the corporation shall have the power to admit members to the corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges as may be provided from time to time in the Bylaws of the corporation and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes.

ARTICLE SEVEN

Initial Board of Directors

The initial Board of Directors of the corporation shall consist of five (5) members, whose names and addresses are set forth below. Each member of the Board of Directors shall serve as a director in perpetuity.

<u>Name</u>	<u>Address</u>
David A. Pasquarelli	2133 Shady Oaks Drive Tallahassee, FL 32303
Thomas E. Norman	435 Beard Street Tallahassee, FL 32303
Robert R. Hendry	200 E. Robinson St. #500 Orlando, FL 32801
David G. Schmeling	2516 Chamberlin Drive Tallahassee, FL 32308
Cyrilda D. Brewer	2037 Wahalaw Nene Tallahassee, FL 32301

ARTICLE EIGHT

Dissolution of Corporation

Upon dissolution of the corporation, the Board of Directors, shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for 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 NINE

Registered Office and Registered Agent

The initial registered office of the corporation shall be at 200 E. Robinson St. #500, Orlando, Orange County, Florida 32801. The initial registered agent of the corporation at such address shall be Robert R. Hendry.

ARTICLE TEN

Principal Office

The mailing address of the initial principal office of the corporation is 2133 Shady Oaks Drive, Tallahassee, Leon County, Florida 32303.

ARTICLE ELEVEN

Definitions

For purposes of these Articles of Incorporation, "charitable purposes" include charitable, educational, literary, scientific, or medical purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under section 170(c)(1) or (2), section 2055(a)(1) or (2), and section 2522(a)(1) or (2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

ARTICLE TWELVE

Limitation of Director Liability

(a) A director of the corporation shall not be personally liable to the corporation or its members or to any other person for monetary damages for breach of duty of care or other duty as a director, or for any statement, vote, decision, or failure to act, regarding corporate management or policy, regardless of when such breach, statement, vote, decision, or failure to act may have occurred, except for liability under the provisions of Section 607.0831 of the Florida Statutes.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If Florida law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in

addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida law.

(d) In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE THIRTEEN

Indemnification

The corporation shall indemnify any member of the Board of Directors or officer or former member of the Board of Directors or former officer and shall advance and bear expenses and costs (including attorney's fees) actually and necessarily incurred by him or her in connection with any claim asserted, by reason of such person being or having been a member of the Board of Directors or officer of the corporation, to the fullest extent permitted by the Florida Not For Profit Corporation Act. By resolution of the Board of Directors or in the Bylaws of the corporation, the corporation may similarly indemnify and advance and bear expenses and costs of employees and agents of the corporation with respect to activities within the scope of their services to the corporation. The corporation may purchase insurance on such terms as the Board of Directors may approve insuring directors and officers against such claims.

ARTICLE FOURTEEN

Incorporators

The names and addresses of the Incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
David A. Pasquarelli	2133 Shady Oaks Drive Tallahassee, FL 32303

Thomas E. Norman	435 Beard Street Tallahassee, FL 32303
Robert R. Hendry	200 E. Robinson St. #500 Orlando, FL 32801
David G. Schmeling	2516 Chamberlin Drive Tallahassee, FL 32308
Cyrilda D. Brewer	2037 Wahalaw Nene Tallahassee, FL 32301

ARTICLE FIFTEEN

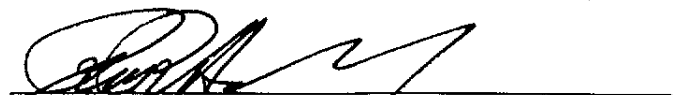
Amendments

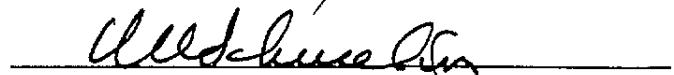
These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of no less than a majority of all of the directors then in office.


IN WITNESS WHEREOF, the Incorporators have executed these Articles of Incorporation, this 15th day of April, 2003.


DAVID A PASQUARELLI, Incorporator


THOMAS E. NORMAN, Incorporator


ROBERT R. HENDRY, Incorporator


DAVID G. SCHMELING, Incorporator


CYRILDA D. BREWER, Incorporator

STATE OF FLORIDA)

COUNTY OF LEON)

SS:

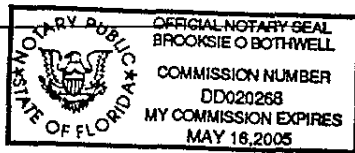
I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by DAVID A. PASQUARELLI, who is personally known to me.

15th WITNESS my hand and official seal in the County and State last aforesaid this day of April, 2003.

Brooksie O. Bothwell
Notary Public

My Commission Expires:

Brooksie O. Bothwell
Typed, printed or stamped name
of Notary Public



STATE OF FLORIDA)

COUNTY OF LEON)

SS:

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by THOMAS E. NORMAN, who is personally known to me.

4th WITNESS my hand and official seal in the County and State last aforesaid this day of April, 2003.

Scott Ruthstrom
Notary Public

My Commission Expires:

10.8.03
Typed, printed or stamped name
of Notary Public

Scott Ruthstrom
MY COMMISSION # CC852595 EXPIRES
October 8, 2003
TOWERS TRUST & FIDELITY INSURANCE, INC

STATE OF FLORIDA)

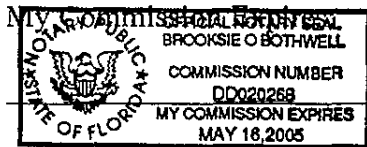
COUNTY OF LEON)

SS:

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by ROBERT R. HENDRY, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of April, 2003.

Brooksie O. Bothwell
Notary Public



Brooksie O. Bothwell
Typed, printed or stamped name
of Notary Public

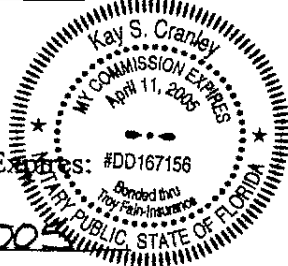
STATE OF FLORIDA)

COUNTY OF LEON)

SS:

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by DAVID G. SCHMELING, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 1 day of April, 2003.



My Commission Expires: #DD167156

April 11, 2005

Kay S. Cranley
Notary Public

Kay S. Cranley
Typed, printed or stamped name
of Notary Public

STATE OF FLORIDA)

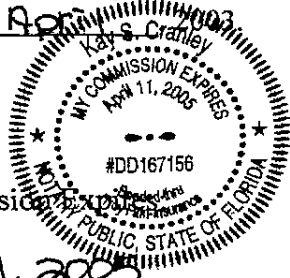
COUNTY OF LEON)

SS:

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by CYRILDA D. BREWER, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this

1 day of April, 2003
My Commission Expires April 11, 2005
April 11, 2005



Kay S. Cranley
Notary Public

Kay S. Cranley
Typed, printed or stamped name
of Notary Public

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TALLAHASSEE, FLORIDA

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ACCEPTANCE

I, ROBERT R. HENDRY, hereby agree to act as Registered Agent for CARIBBEAN COMMUNITY FOUNDATION, INC., as stated in the foregoing Articles of Incorporation of said corporation.

Robert R. Hendry
ROBERT R. HENDRY,
Registered Agent

STATE OF FLORIDA)

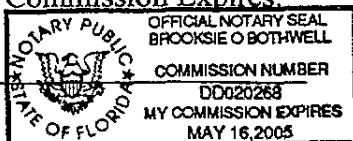
COUNTY OF LEON)

SS:

SWORN TO AND SUBSCRIBED before me this 15th day of April, 2003, by ROBERT R. HENDRY, who is personally known to me.

Brooksie O. Bothwell
Notary Public

My Commission Expires:



Brooksie O. Bothwell
Typed, printed or stamped name
of Notary Public