

Division of Corporations

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Florida Department of State  
Division of Corporations  
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## From:

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Account Number : I20000000078  
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## FLORIDA NON-PROFIT CORPORATION

Children's Hospital Costa Rica Foundation, Inc.

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**ARTICLES OF INCORPORATION**

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CHILDREN'S HOSPITAL COSTA RICA FOUNDATION, INC.**

**A NON-PROFIT CORPORATION**

The undersigned incorporator, in order to form a non-profit corporation under the laws of the state of Florida, adopts the following Articles of Incorporation:

ONE: The name of this corporation is Children's Hospital Costa Rica Foundation, Inc., One SE Third Avenue, Suite 2200, Miami, Florida 33131.

TWO: The name and address of the registered agent of this corporation are:

Robert B. Macaulay  
One SE Third Avenue, Suite 2200  
Miami, Florida 33131

THREE: The specific purposes for which this corporation is organized are to aid and provide relief to orphans, distressed and/or underprivileged children.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that, qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section(s) of any future federal tax code.

FOUR: The number of initial directors of this corporation is three. Their names and addresses are as follows:

Luis Gamboa  
One SE Third Avenue, Ste. 2200  
Miami, Florida 33131

Manuel Gonzalez  
One SE Third Avenue, Ste. 2200  
Miami, Florida 33131

Gonzalo Gonzalez  
One SE Third Avenue, Ste. 2200  
Miami, Florida 33131

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**FIVE:** The name and address of the incorporator of this corporation are:

Robert B. Macaulay  
One SE Third Ave, Suite 2200  
Miami, Florida 33131

**SIX:** The period of duration of this corporation is perpetual.

**SEVEN:** The corporation shall indemnify any officer or director, or any former officer or director, of the corporation to the fullest extent permitted by law.

**EIGHT:** The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

The manner in which the Directors are elected is as stated in the bylaws. This corporation shall have one class of membership. Any person shall be qualified to become a member upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed, from time to time, by the board of directors. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

**NINE:** Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from

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federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

Miami, June 30, 2003.

  
Robert B. Macaulay, Incorporator

STATE OF FLORIDA                     )  
  ) ss.  
COUNTY OF MIAMI-DADE            )

The foregoing Articles of Incorporation of Children's Hospital Costa Rica Foundation, Inc. were acknowledged before me this 30<sup>th</sup> day of June 2003, by Robert B. Macaulay, as Incorporator, who is personally known to me.

  
(Notary Public, State of Florida)

My Commission Expires:



Gladys Vasquez Kropp  
Commission # DD 036899  
Expires July 30, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Section 617.0501, Florida Statutes, and having been named to accept service of process for Children's Hospital Costa Rica Foundation, Inc., at the place designated in the Articles of Incorporation, Robert B. Macaulay agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: June 30, 2003

  
Robert B. Macaulay

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