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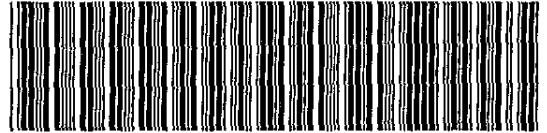
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*Albino Vitecho*

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ARTICLES OF INCORPORATION  
OF  

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SOR MARIA ROMERO FOUNDATION-ESTELI INC.

The undersigned, acting as incorporator of a corporation under the Florida Statutes, adopts the following Articles of Incorporation:

Article I

The name of the corporation is *Sor Maria Romero Foundation-Esteli Inc.* The principal office of the corporation is located at 35 S.W. 65 Avenue Miami, Florida 33144

Article II

The period of duration is perpetual. The corporation is organized pursuant to the Not for Profit corporation laws of the State of Florida. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws. The bylaws may require that the board of directors be synonymous with the "membership". The bylaws may authorize the membership, operating through properly called meetings of the membership, to manage the affairs of the corporation and to exercise all corporate powers.

Article III

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

- 1) This organization shall be dedicated to the education of the populace with regards to respect of the human rights of others.
- 2) To raise the economic, educational and social levels of the residents of Dade County Florida, including

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members of the minority community, who are substantially unemployed, underemployed or whose income is below federal poverty guidelines, to foster and promote community wide interest and concern for the problems of said residents to the end that (a) educational and economic opportunities may be expanded' (b) sickness, poverty, crime and environmental degradation may be lessened; and (c) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated.

- 3) To aid, support, and assist by gifts, contributions; or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings or which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- 4) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunctions or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporation, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.
- 5) All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501© 3 of the Internal revenue Code of 1986 or the corresponding provision of any future United States internal Revenue law.

#### Article IV

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal and state income tax under section 501 © (3) of the Internal revenue Code of 1986 or the corresponding provision of any future united States Internal Revenue law.

#### Article V

The address of the initial registered office of the corporation is 35 S.W. 65 Avenue Miami, Florida 33144 The registered agent at this address is Liz L. Davila

#### Article VI

- 1) There shall be five directors on the initial Board of Directors.
- 2) The method of election of the Board of Director shall be stated in the bylaws.
- 3) The Board of Directors of the corporation may be referred to as "the executive committee" in the bylaws. Their names and address are:

A) Pesident *Sor Herlinda Cuadra*. 10000 NW 9 Street circle # 10 Miami, Florida 33172

B) Vice-President *Dr. Santiago Perez Abaunza*. 3390 SW 107 Avenue Miami, Florida 33165

C) Tesorera *Sor Herlinda Cuadra*. (same as above)

D) Secretary/Coordinator *Liz L. Davila*. 35 SW 65 Avenue Miami, Florida 33144

E) Director Albalola Urtecho. 221 West Park Drive # 204  
Miami, Florida 33172

#### Article VII

The corporation is organized exclusively for charitable and educational purposes. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain of profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

#### Article VIII

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in., any political campaign on behalf of any candidate for public office.

#### Article IX

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501 © (3) of the Internal revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney general or by any person concerned in eh liquidation.

#### Article X

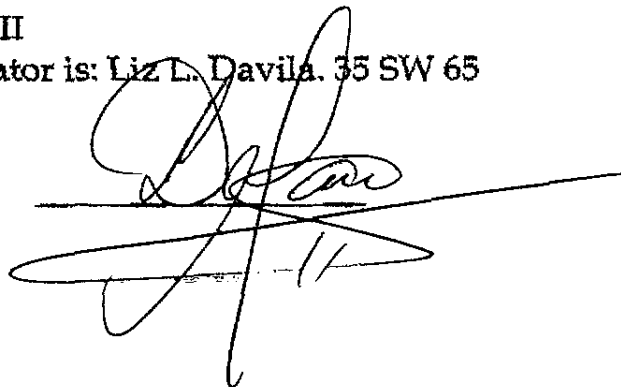
In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal revenue Code 1954, the Corporation shall *distribute its income* for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal revenue Code; shall not engage in any act of *self-dealing* as defined in section 4941 (d) of the Internal revenue Code; shall not retain any excess business holdings as defined ins section 4943 (c ) of the internal revenue Code; shall not make any *investments* in such manner as to subject it to tax under section 4944 of the internal revenue Code; and shall not make any taxable expenditures as defined in section 4945 (d) of the *internal revenue Code*.

#### Article XI

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit of proceeding by reason of the fact that he is or was a Director of Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fee and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding or in connection with any appearance therein, except in *relation to matters* as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of this duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors of administrators) may be entitled apart from this Article.

#### Article XII

The name and address of the incorporator is: Liz L. Davila. 35 SW 65 Avenue Miami, Florida 33144

A handwritten signature in black ink, appearing to read "Liz L. Davila", is written over a horizontal line. The signature is stylized and includes a large flourish at the end.

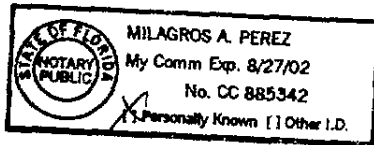
State of Florida ]

Ss:

County of Dade ]

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, personally appeared Liz L. Darila to me known to be the person describe in and who executed the foregoing instrument as incorporator and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in eh County and State last aforesaid this 15th day of August 2003



Milagros A. Perez  
NOTARY PUBLIC STATE OF FLORIDA  
My Commission Expires:

Registered Agent's  
Acceptance of Appointment

I, Liz Darila  
hereby accept my appointment as  
registered agent for the

\_\_\_\_\_ a Florida not for profit corporation.

August 15, 2003 Date

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