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FLORIDA NON-PROFIT CORPORATION

THE GERTRUDE RYAN FOUNDATION, INC.

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**ARTICLES OF INCORPORATION**

of

**THE GERTRUDE RYAN FOUNDATION, INC.  
(A Florida Not-For-Profit Corporation)**

**Article I.  
NAME**

The name of this corporation shall be The Gertrude Ryan Foundation, Inc., (hereinafter called the "Corporation").

**Article II.  
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or the mailing address of the Corporation is Miguel G. Farra, c/o Morrison, Brown, Argiz & Farra, LLP, Director, 1001 Brickell Bay Drive, 9<sup>th</sup> Floor, Miami, Florida 33131.

**Article III.  
PURPOSE**

This Corporation is a non-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

**Article IV.  
MEMBERSHIP**

The Board of Directors may establish membership in the Corporation and the rights and powers of the members at its discretion.

**Article V.  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is 103 North Meridian Street, Lower Level, Tallahassee, FL 32301 and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

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**Article VI.**  
**BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The initial directors are:

Edward P. Farrell  
Pilar Diaz-Varela  
Miguel G. Farra

**Article VII.**  
**AMENDMENT**

These Articles of Incorporation may be altered, amended, or repealed, and new Articles of Incorporation adopted as provided in the Bylaws of the Corporation.

**Article VIII.**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are Norman J. Benford, Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

**Article IX.**  
**DURATION OF CORPORATION**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**Article X.**  
**FISCAL YEAR**

The fiscal year for the Corporation shall be the fiscal year July 1 through June 30.

**Article XI.**  
**DISSOLUTION**


Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

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**Article XII.**  
**LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 9 day of December, 2004.

  
\_\_\_\_\_  
Norman J. Benford, Incorporator

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of The Gertrude Ryan Foundation, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

*E. C. X*

CORPDIRECT AGENTS, INC.  
Agent for the Registered Agent

Dated: December 9, 2004

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