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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**MCM - Munilla Family Foundation, Inc.**

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**ARTICLES OF INCORPORATION  
FOR  
MCM - MUNILLA FAMILY FOUNDATION, INC.**

**THE UNDERSIGNED INCORPORATOR**, for the purpose of forming a non-profit corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**Corporate Name**

The name of the corporation shall be MCM - MUNILLA FAMILY FOUNDATION, INC. (hereinafter referred to as the "Foundation").

**ARTICLE II**

**Principal Office**

The mailing and street address of the Foundation's principal office shall be located at 6201 S.W. 70<sup>th</sup> Street, South Miami, Florida 33143.

**ARTICLE III**

**Purpose**

The Foundation is organized and operated for the exclusive purpose of engaging in exempt function activities as authorized by the non-profit corporation laws of the State of Florida and as a tax-exempt educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). Without in any way limiting the foregoing general stated purpose of the Foundation, the Foundation shall specifically act:

A. to make grants, donations and contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, including without limitation, public charities qualifying under Code Section 501(c)(3), and to make grants, donations and contributions to and in connection with programs and functions that are organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes or for the prevention of cruelty to children or animals;

B. to solicit and accept by subscription, gift, grant, donation, or bequest, money and property from any member of the general public and from any firm, association, foundation or corporation, including without limitation any municipal, county, state or national government, or other governmental unit or instrumentality thereof for the purposes stated herein; and

C. to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the

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income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and the applicable Treasury Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws, or by applying and using such income and principal for and in connection with programs and functions that are organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or for the prevention of cruelty to children or animals.

ARTICLE IV

Powers; Restrictions

A. Powers. The Foundation shall possess and exercise all the powers and privileges granted by Chapter 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or appropriate to the conduct, promotion or attainment of the purposes of the Foundation, limited only by the restrictions set forth in these Articles of Incorporation.

B. Exercise of Powers; Restrictions. The Foundation, its Board of Directors and its members shall transact the business of the Foundation only in the following manner:

1. No portion of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, directors, officers or any other private person, with the exceptions that the Foundation 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 herein.

2. The Foundation shall at all times operate as a non-profit corporation according to the laws of the State of Florida, and at no time shall issue any shares or pay any dividends to its members.

3. The Foundation shall be operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes or for the prevention of cruelty to children or animals charitable educational purposes within the meaning of Section 501(c)(3) of the Code and the applicable Treasury Regulations thereunder.

4. No substantial part of the activities of the Foundation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Foundation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

5. Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and applicable Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and applicable Treasury

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Regulations as they now exist or as may be amended or (iii) by a corporation not for profit under the laws of the State of Florida as they now exist or may be hereafter amended.

**ARTICLE V**

**Membershin**

The Foundation shall have a membership distinct from its Board of Directors. The authorized number and qualification of the members, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, their liability for dues and assessments and the method of collection thereof shall be set forth by the Board of Directors in Bylaws.

**ARTICLE VI**

**Term of Existence**

The Foundation shall exist perpetually.

**ARTICLE VII**

**Incorporator**

The name and address of the undersigned incorporator is:

**NAME**  
Jorge Munilla

**ADDRESS**  
6201 S.W. 70<sup>th</sup> Street  
South Miami, Florida 33143

**ARTICLE VIII**

**Board of Directors**

The powers of the Foundation shall be exercised, its assets controlled and its affairs managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be as stated in the By-Laws.

**ARTICLE IX**

**Dissolution**

Upon the dissolution or winding up of the affairs of the Foundation, all assets remaining after payment, or provision of payment, of all debts and liabilities of the Foundation, shall be distributed in the sole discretion of the Board of Directors to one or more not-for-profit funds, foundations, trusts, corporations or other organizations to be devoted to similar purposes as the

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Foundation and which are exempt from United States income taxes as a Code Section 501(c)(3) charitable organization.

## ARTICLE X

### Avoidance of Excise Taxes

A. The Foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on "undistributed income" imposed by Section 4942 of the Code, or any corresponding provisions of any future United States Revenue Law.

B. The Foundation shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code or any corresponding provisions of any future United States Revenue Law.

C. The Foundation shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States Revenue Law.

D. The Foundation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or any corresponding provisions of any future United States Revenue Law.

E. The Foundation shall not make any "taxable expenditures," as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States Revenue Law."

## ARTICLE XI

### Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation shall be enacted in accordance with the terms of the Foundation's Bylaws. Members of the Foundation shall not be entitled to vote on any amendments to these Articles of Incorporation.

## ARTICLE XII

### Amendments to By-Laws

The Bylaws of the Foundation may be made, altered, or rescinded by the Board of Directors of the Foundation as provided in the Bylaws.

## ARTICLE XIII

### Indemnification

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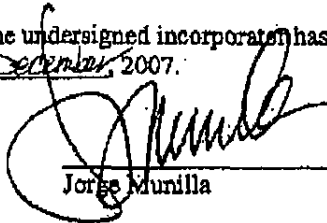
Every director and officer of the Foundation and every member of the Foundation serving the Foundation at its request shall be indemnified by the Foundation for all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Foundation, or by reason of his or her serving or having served the Foundation at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the interest of the Foundation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

**ARTICLE XIV**

**Registered Agent and Office**

The name of the Foundation's initial registered agent is BSPA Corporate Services, Inc. and the street and mailing address of the Foundation's initial registered office in Florida is 350 East Las Olas Blvd., Suite 1000, Fort Lauderdale, FL 33301.

IN WITNESS WHEREOF, the undersigned incorporation has executed these Articles of Incorporation on this 19<sup>th</sup> day of December, 2007.

  
\_\_\_\_\_  
Jorge Munilla

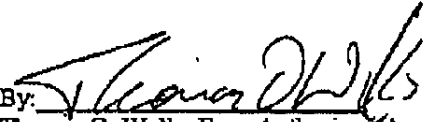
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**ACCEPTANCE AS REGISTERED AGENT:**

The undersigned hereby accepts the appointment as registered agent of **MUNILLA FAMILY FOUNDATION, INC.**, a Florida not-for-profit corporation, and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and represents that it is familiar with and accepts the obligations of the position as registered agent as provided in Chapter 617, Florida Statutes.

**REGISTERED AGENT  
BSPA Corporate Services, Inc.**

By:   
Thomas O. Wells, Esq., Authorized Agent

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