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FLORIDA PROFIT/NON PROFIT CORPORATION

THE JUAN BAUTISTA GUTIERREZ FOUNDATION, INC.

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March 3, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HARPER MEYER #2

SUBJECT: THE JUAN BAUTISTA GUTIERREZ FOUNDATION, INC.
REF: W08000011019

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

FAX Aud. #: H08000053524
Letter Number: 908A00013137

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**ARTICLES OF INCORPORATION
OF
THE JUAN BAUTISTA GUTIERREZ FOUNDATION, INC.**

The undersigned, acting as the Incorporator of The Juan Bautista Gutierrez Foundation, Inc., under Chapter 617 of the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986¹ submits the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE I
NAME**

The name of the Corporation is The Juan Bautista Gutierrez Foundation, Inc. (the "Corporation").

**ARTICLE II
INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The Corporation's initial principal place of business and mailing address shall be:

701 Brickell Avenue
Suite 1400
Miami, Florida 33131

The Board of Directors may from time to time move the principal place of business and mailing address office of the Corporation to any other addresses in the State of Florida.

**ARTICLE III
DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

¹ Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

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ARTICLE IV
PURPOSES

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, testing for public safety, literary or educational, to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) or for the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the Code) and any rulings or regulations thereunder, or the corresponding provisions of any future internal revenue law of the United States of America (the "Revenue Laws"). In carrying out such purposes, the Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devise and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Code Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

ARTICLE V
POWERS

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations described in Code Section 501(c)(3) (or any corresponding provisions of any future Revenue Laws), including any rulings and regulations thereunder.

ARTICLE VI
MEMBERSHIP

The Corporation shall have no members.

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ARTICLE VII
DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with Bylaws adopted for the Corporation. The number of members of the Board of Directors shall be fixed as set forth in Bylaws adopted for the Corporation; provided, however, the Corporation shall never have less than three (3) members of the Board of Directors. The names and addresses of the initial Board of Directors, consisting of those persons (but not less than three (3)) who shall serve until their successors have been duly elected and qualified, are:

Esperanza de Gutierrez
701 Brickell Avenue
Suite 1400
Miami, FL 33131

Felipe Bosch
701 Brickell Avenue
Suite 1400
Miami, FL 33131

Lucrecia Gutierrez Fogacia de Aguiar
701 Brickell Avenue
Suite 1400
Miami, FL 33131

ARTICLE VIII
OFFICERS

The officers of the Corporation shall be a President, Secretary and Treasurer and/or Assistant Secretary, and such other officers as may be provided by Bylaws adopted for the Corporation and/or elected by the Board of Directors. Officers shall be elected by the Board of Directors in the manner set forth in Bylaws adopted for the Corporation. The names and addresses of the initial officers are:

Name and address

Office

Esperanza de Gutierrez
701 Brickell Avenue
Suite 1400
Miami, FL 33131

President, Assistant Secretary

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Felipe Bosch
701 Brickell Avenue
Suite 1400
Miami, FL 33131

Treasurer

Lucrecia Gutierrez Fogacia de Aguiar Secretary
701 Brickell Avenue
Suite 1400
Miami, FL 33131

ARTICLE IX
BYLAWS

The Board of Directors shall provide such Bylaws for the conduct of the Corporation's business and for the carrying out of the Corporation's purposes as the Board of Directors may deem necessary from time to time.

ARTICLE X
AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed by resolution of the Board of Directors or by the officers of the Corporation and shall be approved by the Board of Directors by a majority vote of a quorum present at a meeting duly called in accordance with Bylaws adopted for the Corporation.

ARTICLE XI
LIMITATIONS ON ACTIONS

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any trustees, officers, directors or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth above. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h) (or corresponding provisions of any subsequent Revenue Laws); and the Corporation shall not participate in or interfere or intervene with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to 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 by an organization exempt from U.S. federal income taxation under Code Section 501(c)(3) (or corresponding provisions of any subsequent

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Revenue Laws) or any organization, contributions to which are deductible under Code Section 170(c)(2) (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any trustees, directors or officers or any other private persons, and the private property of any trustees, directors or officers or any other private person shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Code Section 509(a) (or corresponding provisions of any subsequent Revenue Laws), it shall not fail to 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 Code Section 4942 (or corresponding provisions of any subsequent Revenue Laws); engage in any act of self-dealing as defined in Code Section 4941(d) (or corresponding provisions of any subsequent Revenue Laws); retain any excess business holdings as defined in Code Section 4943(c) (or corresponding provisions of any subsequent Revenue Laws); make any investment in such manner as to subject it to tax under Code Section 4944 (or corresponding provisions of any subsequent Revenue Laws); or make any taxable expenditures as defined in Code Section 4945(d) (or corresponding provisions of any subsequent Revenue Laws).

ARTICLE XII DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in and qualified under Code Section 501(c)(3) (or the corresponding provisions of any future Revenue Law), as shall be selected by the last Board of Directors of the Corporation. None of the assets will be distributed to any trustee, officer or director of the Corporation or any other private person. Any such assets not so disposed of shall be disposed of by the court of common pleas of 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.

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ARTICLE XIII
INCORPORATOR

The name and street address of the incorporator are:

James M. Meyer
701 Brickell Ave.
Suite 1400
Miami, FL 33131

ARTICLE XIV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131, and the name of the initial registered agent at such address is LAW CENTER OF THE AMERICAS, LLC.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 5th day of March, 2008.


James M. Meyer

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

That The Juan Bautista Gutierrez Foundation, Inc., desiring to organize under the laws of the State of Florida, has named LAW CENTER OF THE AMERICAS, LLC as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced Corporation at 701 Brickell Avenue, Suite 1400, Miami, Florida 33131, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 29th day of February, 2008.

LAW CENTER OF THE AMERICAS, LLC

By: 

Name: James M. Meyer

Title: Vice President/ Manager

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