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GONZALEZ & WERMUTH

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The Demail Family Foundation, Inc.

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**The Demail Family Foundation, Inc.**  
**A Nonprofit Corporation**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural persons of the age of 18 years or more for the purposes of forming a corporation under the Florida Not For Profit Corporations Act (the "Act"), do hereby adopt the following **ARTICLES OF INCORPORATION**:

**Article One**

*Name*

The name of the Corporation is **THE DEMAIL FAMILY FOUNDATION, INC.** For convenience, the corporation is referred to in this instrument as the "Foundation," these Articles of Incorporation as the "Articles," and the Bylaws of the Foundation as the "Bylaws."

**Article Two**

*Principal Office*

The initial registered office of this Foundation will be at 3785 N.W. 82nd Avenue, #109, Doral, Florida 33166, with the privilege of having its office and branch office at other places within or without the State of Florida.

**Article Three**

*Purpose*

This Foundation is organized exclusively for charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals, within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the Foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this Foundation, and the Foundation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

The Foundation shall do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, and to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in these **ARTICLES OF INCORPORATION**, whether alone or in association with others. The Foundation shall possess all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Florida upon a nonprofit corporation organized under the Florida Not For Profit Corporations Act and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do; provided, however, that nothing herein set forth shall be construed as authorizing the Foundation to possess any purpose, object, or power, or to do any act or thing forbidden by law to a nonprofit corporation organized under the Florida Not For Profit Corporations Act, nor to engage in any activity not approved by Section 501(c)(3) of the Internal Revenue Code.

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**Article Four***Manner of Election*

4.1 Number and Qualification. The property, business, and affairs of the Foundation will be managed by a board consisting of the number of directors determined in the manner provided by the Bylaws but which will consist of not less than three (3) directors.

4.2 Duties and Powers. All of the duties and powers of the Foundation existing under the Act, the Declaration, these Articles and the Bylaws will be exercised exclusively by the Board of Directors and its agents, contractors, or employees.

4.3 Election Removal. Directors of the Foundation will be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided by the Bylaws.

**Article Five***Initial Directors*

The names and addresses of the members of the first Board of Directors who will hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

Steven Aronson,  
Anne Cecile Laarman Lambert, and  
Tina Aronson

each having an address at 3785 N.W. 82nd Avenue, #109, Doral, Florida 33166.

**Article Six***Initial Registered Agent and Street Address*

The name and address of the Registered Agent and Registered Office in Florida is:

CorpWiz Registered Agents, Inc.  
8750 N.W. 36<sup>th</sup> Street, Suite 425  
Doral, FL 33178

**Article Seven***Incorporator*

The name and address of each incorporator is:

Horacio Sosa having an address at 8750 N.W. 36<sup>th</sup> Street, Suite 425, Doral, FL 33178.

**Article Eight***Dissolution*

Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Foundation, distribute the assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or distribute the assets to the federal government, or state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Foundation is then located, exclusively for such

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charitable purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

#### Article Nine

##### *Restrictions*

- (a) No substantial part of the activities of this Foundation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Internal Revenue Code section 501(h); this Foundation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (b) All corporate property is irrevocably dedicated to the purposes set forth in Article Two. No part of the net earnings of this Foundation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.
- (c) On the winding up and dissolution of this Foundation, after paying or adequately providing for the debts, obligations, and liabilities of the Foundation, the remaining assets of this Foundation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable, scientific, literary or educational purposes, or for the prevention of cruelty to children or animals, which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or the corresponding provision of any future United States internal revenue law).
- (d) The Foundation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code section 4942, or the corresponding provisions of any future United States internal revenue law.
- (e) The Foundation will not engage in any act of self-dealing as defined in Internal Revenue Code section 4941(d), or the corresponding provisions of any future United States internal revenue law.
- (f) The Foundation will not retain any excess business holdings as defined in Internal Revenue Code section 4943(c), or the corresponding provisions of any future United States internal revenue law.
- (g) The Foundation will not make any investments in a manner that would subject it to tax under Internal Revenue Code section 4944, or the corresponding provisions of any future United States internal revenue law.
- (h) The Foundation will not make any taxable expenditures as defined in Internal Revenue Code section 4945(d), or the corresponding provisions of any future United States internal revenue law.

#### Article Ten

##### *Liability and Indemnification*

No director or officer of the Foundation shall be personally liable for the payment of the debts of the Foundation except as such director or officer may be liable by reason of his or her own conduct or acts; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provisions of the Internal Revenue Code applicable to corporation described in Section 501(c)(3).

Subject to the provisions of the previous paragraph, the Foundation shall indemnify every director or officer, his or her heirs, executors, and administrators, against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any action, suit, or proceeding, civil or criminal, to which he or she may be made a party by reason of having been a trustee or officer of the Foundation.

This indemnification is being given since the Directors will be requested to act by the

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Foundation for the Foundation's benefit.

This indemnification shall be exclusive of other rights to which a director may be entitled.

#### Article Eleven

##### *Bylaws*

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, or repeal from time to time, the Bylaws of the Foundation.

#### Article Twelve

##### *Amendments*

The Foundation reserves the right to amend, alter, or repeal any provisions contained in these Article of Incorporation in any manner now or hereafter prescribed by applicable statutes, and all rights conferred herein are granted subject to this reservation; provided, however, that no amendment shall authorize the Board of Directors to conduct the affairs of the Foundation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code, nor shall the purposes of the Foundation as contained in these ARTICLES OF INCORPORATION be amended except by the unanimous vote of the Board of Directors.

#### Article Thirteen

##### *Miscellaneous*

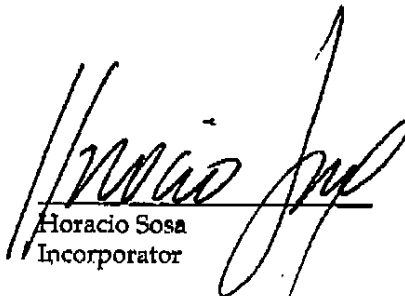
All general or specific references to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding section of any future tax law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

#### Article Fourteen

##### *Effective Date*

The effective date of this document is the date it is filed by the Secretary of State of Florida.

In affirmation thereof, the facts stated above are true and correct.

  
\_\_\_\_\_  
Horacio Sosa  
Incorporator

*Having been named as registered agent and to accept service of process for the above stated Florida Not For Profit Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to*

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*comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 617, Florida Statutes.*

CorpWiz Registered Agents, Inc.:

By: [Signature]  
Title: President

Date: April 25, 2008

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