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Division of Corporations

Page 1 of 1

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DIVISION OF CORPORATION

FLORIDA PROFIT/NON PROFIT CORPORATION

The Cisneros Pehlps Family Foundation, Inc.

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ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

The Cisneros Phelps Family Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

121 Alhambra Plaza, Suite 1400, Coral Gables, Florida 33134

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

See attached Article III for the purposes of the Corporation.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

is stated in the By-Laws of the Corporation.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Patricia Phelps de Cisneros, Initial Director
2 East 78th Street
New York, New York 10075

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Christiana M. Lazo, Esq.
c/o McDermott Will & Emory LLP
340 Madison Avenue, New York, New York 10173

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CT Corporation System

By:

Signature/Registered Agent

Juan Grajeda
Assistant Secretary

7/29/08
Date

Signature/Incorporator
Christiana M. Lazo, Esq.

4/29/08
Date

ARTICLE III

The purposes for which the corporation is organized are charitable, scientific, literary, educational or religious purposes, but only to the extent and in such manner that such purposes constitute exclusively charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) and also Sections 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax law.

No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to its members, trustees or officers or other private persons (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and reimbursement of expenses incurred on behalf of the corporation and to make payments and distributions in furtherance of its purposes as set forth in this Certificate of Incorporation). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of this Certificate of Incorporation or the laws of any jurisdiction otherwise applicable, the corporation shall not carry on any activities not permitted to be carried on and shall not make any distribution not permitted to be made (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law, or (b) by a corporation contributions to which are deductible under Section 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax law.

Upon dissolution, the assets of the corporation shall be distributed exclusively for charitable, scientific, literary, educational or religious purposes within the meaning of Section 501(c)(3) and also Sections 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax law, as the Board of Trustees shall determine.

Notwithstanding the foregoing: (a) the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law; (b) the corporation 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 Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law; (c) the corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law; (d) the corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law; and (e) the corporation

shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law.

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