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FLORIDA PROFIT/NON PROFIT CORPORATION

angel alexander diaz foundation, inc.

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ARTICLES OF INCORPORATION OF THE UNDERSIGNED, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, do hereby certify:

Article I - NAME

The name of the corporation is: Angel Alexander Diaz Foundation, Inc.

Article II - PRINCIPAL OFFICE

The place in this state where the principal office of the Corporation is to be located is:
7175 SW 47th Street, Suite 208
Miami Florida 33155

Article III - PURPOSE

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV - INITIAL OFFICERS

The name and address of the persons who are the initial Officers of this corporation are as follows:

President:	Angel Diaz Jr. 7175 SW 47 th Street, Suite 208 Miami Florida 33155
1 st Vice President:	Lizette Diaz 7175 SW 47 th Street, Suite 208 Miami Florida 33155
2 nd Vice President:	Maria Elena Coto 7175 SW 47 th Street, Suite 208 Miami Florida 33155
3 rd Vice President:	Jeannette Coto 7175 SW 47 th Street, Suite 208 Miami Florida 33155
Secretary:	Eric Cane 7175 SW 47 th Street, Suite 208 Miami Florida 33155
Treasury:	Katrina Diaz 7175 SW 47 th Street, Suite 208 Miami Florida 33155

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Prepared by: Jeannette Mirabal, Esq., Florida Bar No. 94978
Law Office of Jeannette Mirabal
5001 SW 74th Court, Suite 101 Miami, FL 33155
Tel: 305/740-4947 Fax: 305/740-4957

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Article V - APPOINTMENT OF OFFICERS and BOARD OF DIRECTORS

The appointment of directors or subsequent officers shall be conducted as stated in the corporate bylaws.

Article VI - LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 the purposes set forth in Article III hereof. 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article VII - DISSOLUTION

Upon dissolution of this corporation, assets shall be distributed to the Dade Community Foundation, Inc., a nonprofit tax-exempt organization, to be used solely for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. However, if upon dissolution of this corporation the Dade Community Foundation, Inc., fails to qualify as an exempt organization under federal law, assets shall be distributed to the federal government, or to a state or local government, for a public purpose that benefits children. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 public purposes that benefit children.

Article VIII - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent for this corporation is:

Nancy Gale Pastroff, CPA
Pastroff, Barja, Kelly & Co.
7400 SW 50 Terrace, Ste. 304
Miami Florida 33155

Prepared by: Jeannette Mirabal, Esq., Florida Bar No. 94978
Law Office of Jeannette Mirabal
5001 SW 74th Court, Suite 101
Miami, FL 33155
Tel: 305/740-4947 Fax: 305/740-4957

Article IX - INCORPORATOR


The name and address of the incorporator for this corporation is:

Angel Diaz Jr.
7175 SW 47th Street, Suite 208
Miami Florida 33155

Article X - EFFECTIVE DATE

The effective date of this corporation is October 23, 2008.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 24th day of October 2008.


Angel Diaz Jr.

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Law Office of Jeannette Mirabal
5001 SW 74th Court, Suite 101
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

The name of the corporation is:

Angel Alexander Diaz Foundation, Inc.

The name and address of the registered agent is:

Nancy Gale Pastroff, CPA
Pastroff, Barja, Kelly & Co.
7400 SW 50 Terrace, Ste. 304
Miami Florida 33155

Having been named registered agent for the above stated corporation, I hereby accept the appointment as a registered agent, and I am familiar with and accept the obligation of my position. The undersigned registered agent has executed this Certificate of Designation of Registered Agent/registered Office on this 24TH day of October 2008.

Nancy D. Pastroff
Nancy Gale Pastroff, CPA

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