

To: FL Dept. of State
Subject: 110450000714
Division of Corporations

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To: Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

FLORIDA INFRASTRUCTURE ALLIANCE, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
FOR
FLORIDA INFRASTRUCTURE ALLIANCE, INC.
a Florida not for profit corporation**

The undersigned, pursuant to Chapter 617 of the Florida Statutes, hereby submits the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be **FLORIDA INFRASTRUCTURE ALLIANCE, INC.**, (hereinafter referred to as "Corporation").

ARTICLE II

The principal office address and mailing address of the Corporation is: 150 Alhambra Circle, Suite 1220, Coral Gables, Florida 33134.

ARTICLE III

1. No Stock. The Corporation is organized upon a non stock basis.
2. No Members. The Corporation shall not have any members.

ARTICLE IV

The Corporation shall have perpetual existence.

ARTICLE V

The Corporation is organized and shall be operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended. In furtherance of such purposes, the Corporation shall be authorized:

1. To act and operate as a nonprofit corporation pursuant to the laws of the State of Florida, and to promote infrastructure development and social improvements within the community.
2. To solicit and accept contributions of money and property and to accept devises and bequests and all other monies and property made available by virtue of trusts, endowments, deeds of gift, annuities, policies of insurance, or otherwise, and to use and administer such monies or property for the furtherance of the Corporation's purposes.

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3. To do all acts and things requisite, necessary, proper, and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including, but not limited to, the powers described in Section 617.0302 of the Florida Statutes, subject however to the requirements of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and to the other limitations provided in these Articles of Incorporation.

ARTICLE VI

The street address of the Corporation's registered office is: 2525 Ponce de Leon Boulevard, Suite 700, Coral Gables, Florida 33134. The name of the Corporation's registered agent is: John J. Kendrick III.

ARTICLE VII

The number of directors may be changed, from time to time, in accordance with the Bylaws, provided that there shall at all times be at least three (3) directors. The names and addresses of the persons who shall serve as the initial board of directors until the first annual meeting of the directors or until their successors are elected and qualified are as follows:

Carlos L. Curbelo	150 Alhambra Circle Suite 1220 Coral Gables, Florida 33134
Roy Schultheis	150 Alhambra Circle Suite 1220 Coral Gables, Florida 33134
Jesse Manzano	150 Alhambra Circle Suite 1220 Coral Gables, Florida 33134

The method of election of directors and their term of office shall be in accordance with the Bylaws.

ARTICLE VIII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 V hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation (i) exempt

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from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code; or (ii) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1986, or the corresponding section of any future federal tax code.

ARTICLE IX

1. Distribution of Income. The Corporation shall 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 Section 4942 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

2. Self-Dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

3. Excess Business Holdings. The Corporation shall not retain any excess business holdings as defined in Section 4943(e) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

4. Taxable Expenditures. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE X

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to social welfare organizations which would then qualify under the provisions of Section 501(c)(4) of the Internal Revenue Code, as amended, or to the Regulations thereunder as they now exist or as they may hereinafter be amended, or to charitable or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XI

To the maximum extent permitted by Florida law, the Corporation shall:

1. Indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding,

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had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that a person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. Indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonable incurred in connection with the defense or settlement of such proceeding, including any appeal thereof.

Expenses incurred by an officer or director in defending a civil or criminal proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation.

The indemnification and advancement of expenses provided pursuant to this Article are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any Bylaw, agreement, vote of disinterested director, or otherwise both as to action in his or her official capacity and as to action in another capacity while holding such office.

ARTICLE XII

The name and address of the incorporator is:

John J. Kendrick III
Weiss Serota Helfman
2525 Ponce de Leon Blvd.
Coral Gables, Florida 33134

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To: FL Dept. of State
Subject: 001442.102611

From: Katie Wonsch

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IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 9th day of April, 2009.



John A. Kendrick III, Incorporator

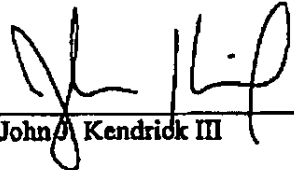
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ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Florida Infrastructure Alliance, Inc., a Florida not for profit corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the designated registered office, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 9th day of April, 2009.


John A. Kendrick III

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