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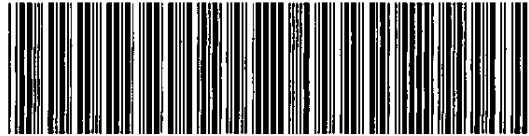
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NICOLÁS J. GUTIÉRREZ, JR., ESQ.

August 4th, 2009

Via FedEx

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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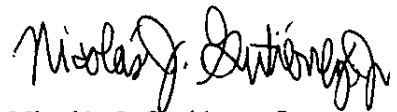
Re: Archangel Raphael Foundation, Inc.

Dear Sir or Madam:

Attached please find the Articles of Incorporation for Archangel Raphael Foundation, Inc., along with a check for the \$70.00 filing fee.

Please do not hesitate to contact me directly, if there is anything else you need to complete this application.

Sincerely,



Nicolás J. Gutiérrez, Jr.

NJG/caz

**ARTICLES OF INCORPORATION OF
ARCHANGEL RAPHAEL FOUNDATION, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

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The undersigned hereby subscribes these Articles of Incorporation for the purpose of organizing a not-for-profit corporation, under the laws of the State of Florida.

**I.
NAME**

The name of the Corporation is ARCHANGEL RAPHAEL FOUNDATION, INC., (the "Foundation").

**II.
PURPOSE**

The purpose of the Foundation shall be to conduct all business that a FLORIDA NOT-FOR-PROFIT CORPORATION can conduct under the laws of the State of Florida.

**III.
MEMBERSHIP**

All persons interested in the purposes of the Foundation are eligible for membership in the Foundation, if they are capable of contributing to the achievement of those purposes and the effective operation of the Foundation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights, except as provided in the Bylaws.

**IV.
PRINCIPAL OFFICE**

The mailing and street address of the Foundation's principal office shall be:

1528 Palermo Avenue
Coral Gables, Florida 33134

**V.
REGISTERED AGENT AND REGISTERED OFFICE**

The name and Florida street address of the Association's registered agent is:

Nicolás J. Gutiérrez, Jr., Esq.
1528 Palermo Avenue
Coral Gables, Florida 33134

VI.

Limitations

No part of the net earnings of the Foundation shall inure to the benefit of (or be distributable to) its directors, officers, members or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions, in furtherance of any of its purposes. No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h), as amended. The Foundation shall not participate or intervene in any political campaign (including the publishing or distributing of statements), on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax, under Code Section 501(c)(3), as amended, and which entitle contributors to the Foundation to deduct their respective charitable contributions under Code Section 170(a), as amended.

If the Foundation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), as amended, then for the period in which the Foundation is so deemed, the Foundation shall distribute its income for each tax year at such time and in such manner as not to subject the Foundation to tax under Code Section 4942, as amended, and the Foundation shall not engage in any act of self-dealing as defined in Code Section 4941(d), as amended, retain any excess business holdings as defined in Code Section 4943(c), as amended, make any investments as to subject the Foundation to tax under Code Section 4944, as amended, or make any taxable expenditures as defined in Code Section 4945(d), as amended.

VII.
INITIAL BOARD OF DIRECTORS

The initial Board of Directors and Officers shall consist of the names and addresses of each Director/Officer below, and can be increased or decreased in accordance with the Bylaws of the Foundation:

Nicolás J. Gutiérrez, Jr., Esq. 1528 Palermo Avenue Coral Gables, Florida 33134	Director/President
Carlos A. Zarraluqui, Esq. 13140 Old Cutler Road Miami, FL 33156	Director/Treasurer
Vivian de las Cuevas, Esq. 2 South Biscayne Blvd., 21 st Floor Miami, FL 33131	Director/Secretary
Lillian Pérez-Poveda 5740 S.W. 58 Court Miami, FL 33143	Director
Matías R. Dorta, Esq. 1441 Brickell Avenue, 15 th Floor Miami, FL 33131	Director
José K. Fuentes 3339 Virginia Street, Suite 126 Miami, FL 33133	Director
Antonio Paz 6601 S.W. 123 Street Miami, FL 33156	Director
Hugo P. Arza, Jr., Esq. 1768 S.W. 15 th Street Miami, FL 33145	Director
Dr. Dominic S. Carreira 2325 Barcelona Drive Ft. Lauderdale, FL 33301	Director

**VIII.
INCORPORATOR**

The name and address of the Foundation's Incorporator is:

Nicolás J. Gutiérrez, Jr., Esq.
1528 Palermo Avenue
Coral Gables, Florida 33134


**IX.
DISSOLUTION**

Upon the dissolution or winding up of the Foundation, the assets remaining after payment (or provision for payment) of the Foundation's debts and liabilities shall be distributed to a not-for-profit fund, foundation or corporation that is organized and operated exclusively for charitable purposes, and that has established its tax-exempt status under Code Section 501(c)(3), as amended.

X.
CORPORATE EXISTENCE

The corporate existence of the Foundation shall begin effective as of August 4th, 2009, and be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, as the Incorporator of the Foundation and acknowledged them to be my free and voluntary act, as of this 4th day of August, 2009.



Nicolás J. Gutiérrez, Jr., Esq.

CERTIFICATE OF DESIGNATION REGISTERED AGENT/ REGISTERED OFFICE


CORPORATION:

Archangel Raphael Foundation, Inc.

REGISTERED AGENT:

Nicolás J. Gutiérrez, Jr., Esq.
1528 Palermo Avenue
Coral Gables, Florida 33134

Having been named as registered agent and to accept service of process for the above-stated Foundation 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 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 obligation of my position as registered agent.


Nicolás J. Gutiérrez, Jr., Esq.

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