

NO9000010141

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

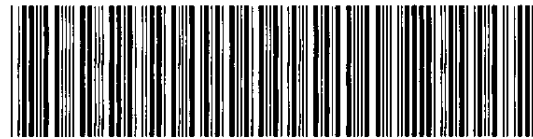
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600159558466

10/16/09--01006--001 **87.50

RECEIVED
FILED
09 OCT 16 AM 8:14
2009 OCT 16 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. Shivers OCT 19 2009

Sonotek Research

Requester's Name

Address

City/State/Zip

Phone #

656-5454

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Ricardo Poente Family Foundation,
(Corporation Name) (Document #)

2. Inc
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



Walk in



Pick up time



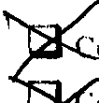
Mail out



Will wait



Photocopy



Certified Copy



Certificate of Status

NEW FILINGS



Profit



Not for Profit



Limited Liability



Domestication



Other

OTHER FILINGS



Annual Report



Fictitious Name

AMENDMENTS



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

REGISTRATION/QUALIFICATION



Foreign



Limited Partnership



Reinstatement



Trademark



Other

2009 OCT 16 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Examiner's Initials

ARTICLES OF INCORPORATION OF
RICARDO PUENTE FAMILY FOUNDATION, INC.
(a Florida corporation, not for profit)

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for **RICARDO PUENTE FAMILY FOUNDATION, INC.**

ARTICLE I

Name and Location of Principal Office

The name of the corporation is **RICARDO PUENTE FAMILY FOUNDATION, INC.**, a Florida corporation, not for profit. Its principal office and mailing address shall be at c/o Shutts & Bowen LLP, 201 South Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

ARTICLE II

Term

The corporation shall exist perpetually until dissolved by due process of law

ARTICLE III

Incorporator

The name of the Incorporator of the corporation is Louis Nostro, and his address is c/o Shutts & Bowen LLP, 201 South Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

ARTICLE IV

General Purposes

The 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.

FILED
2009 OCT 16 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Activities Not Permitted

Notwithstanding any other provision of these Articles, the corporation will not carry on any other activities not permitted to be carried on by (i) an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code or (ii) an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future federal tax code. Furthermore, 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 any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

ARTICLE VI

Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, Directors, 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 these Articles. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas 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 such purposes.

ARTICLE VII

Management of Corporate Affairs

(a) **Board of Directors.** The powers of the corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors. The corporation shall have four (4) Directors initially. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The method of selection of Directors is stated in the Bylaws of this corporation. The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting shall serve for a term of one year or until the first annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting

and that the Articles of Incorporation and Bylaws of the corporation authorize the Directors to so act and shall be prima facie evidence of such authority.

The names and addresses of such first members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RICARDO PUENTE	6130 SW 108 Street Pinecrest, Florida 33156
MARTHA E. PUENTE	620 Camilo Avenue Coral Gables, Florida 33134
ALEJANDRO PUENTE	8240 SW 98 Street Miami, Florida 33156
RAQUEL PAZ MURPHY	450 San Servando Avenue Coral Gables, Florida 33143

(b) Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer and Secretary and such other Officers as the Bylaws of the corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VIII

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding of whatever nature to which he or she is or shall be made a party by reason of his or her being or having been a Director or Officer of the corporation (whether or not he or she is a Director or Officer of the corporation at the time he or she is made a party to such action, suit or proceeding or at the time such cost or expense is incurred by or imposed upon him or her), except in relation to matters as to which he or she shall be finally

adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE IX

Membership

The membership of the corporation shall consist of all persons herein named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation. The Directors shall from time to time prescribe form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE X

Bylaws

The Board of Directors of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Board of Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by the members of the corporation.

ARTICLE XI

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any member of the corporation but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE XII

Initial Registered Office and Agent

The registered agent of the corporation is Louis Nostro, and the address of the registered agent is c/o Shutts & Bowen LLP, 201 South Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 13th day of October, 2009 for the purpose of forming the corporation not for profit under the laws of the State of Florida.



LOUIS NOSTRO, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

DATED THIS 13th DAY OF OCTOBER, 2009.



LOUIS NOSTRO (Registered Agent)

MIADOCS 3789001 1

FILED
2009 OCT 16 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA