

ND9000011923

(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



700163067587

12/14/09--01011--008 **70.00.

FILED

2009 DEC 14 A 9:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 16 2009
D.A. WHITE

MARK E. FRIED
PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW
1110 BRICKELL AVENUE
SUITE 310
MIAMI, FLORIDA 33131

Telephone (305) 371-7079
Facsimile (305) 371-5727

E-Mail: mfried@markfriedlaw.com

December 10, 2009

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

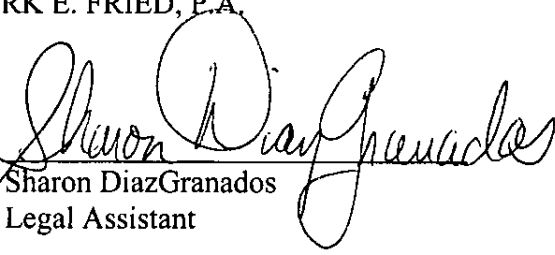
Re: Florida Not For Profit Corporation / Filing
The Tere Zubi Foundation, Inc.

Dear Sir or Madam:

We wish to file the enclosed Articles of Incorporation for a new Florida Not For Profit Corporation. We are enclosing the filing fee of \$70.00 for this service. Please return the stamped, original documents Articles of Incorporation to us in the enclosed self-addressed, prepaid envelope so they can be placed in our file.

Should you have any questions, please contact the undersigned. Thank you for your assistance.

Sincerely,
MARK E. FRIED, P.A.

By: 
Sharon Diaz Granados
Legal Assistant

Enclosure(s)

**ARTICLES OF INCORPORATION OF
THE TERE ZUBI FOUNDATION, INC.**

FILED

A FLORIDA NOT FOR PROFIT CORPORATION

2009 DEC 14 A 9:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of The Tere Zubi Foundation, Inc. (herein referred to as the "Foundation"):

ARTICLE I. NAME

The name of the Foundation shall be **THE TERE ZUBI FOUNDATION, INC.**

ARTICLE II. INITIAL PRINCIPAL OFFICE

The street address and the mailing address of the initial principal address of the Foundation is 355 Alhambra Circle, Suite 1000, Coral Gables, Florida 33134.

ARTICLE III. DURATION

The duration of this Foundation is perpetual. Corporate existence shall commence on date these articles of incorporation are filed by the Department of State.

ARTICLE IV. PURPOSES

The Foundation is organized for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including programs for Hispanic small business owners and entrepreneurs.

The specific purposes for which the Foundation is organized will include, without limitation, the following, to the extent consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986:

(a) to engage in all types of activities not prohibited by law that will promote small business and entrepreneurship;

(b) To receive, hold, invest and administer property and to expend funds to or for the benefit of the Foundation;

(c) This Foundation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section

617.021 of the Florida Not For Profit Corporation Act, provided, however, that this Foundation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article IV.

ARTICLE V. MEMBERS

The Foundation shall have one member which shall be Zubi Holdings, Inc.

ARTICLE VI. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Foundation's initial registered office is 355 Alhambra Circle, Suite 1000, Coral Gables, Florida 33134. The name of the Foundation's initial registered agent at the Foundation's registered office is John Arnholt.

ARTICLE VII. FIRST BOARD OF DIRECTORS

The following five (5) persons shall serve the Foundation as directors until the first annual meeting or other meeting called to elect directors:

<u>NAME</u>	<u>ADDRESS</u>
Octavio E. Zubizarreta	355 Alhambra Circle, Suite 1000 Coral Gables, Florida 33134
Octavio J. Zubizarreta	355 Alhambra Circle, Suite 1000 Coral Gables, Florida 33134
Michelle A. Zubizarreta	355 Alhambra Circle, Suite 1000 Coral Gables, Florida 33134
Joe Castro	355 Alhambra Circle, Suite 1000 Coral Gables, Florida 33134
John F. Arnholt	355 Alhambra Circle, Suite 1000 Coral Gables, Florida 33134

ARTICLE VIII. BASIS UNDER WHICH CORPORATION ORGANIZED

The Foundation is a not for profit corporation as defined by the Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or

profit of, and neither its net earnings nor any part thereof is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE IX. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this Foundation shall be exercised, its properties controlled, and its affairs conducted by a board of not less than five (5) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the Board of Directors.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

ARTICLE X. INCORPORATOR

The name and address of the incorporator is:

Octavio E. Zubizarreta

355 Alhambra Circle, Suite 1000
Coral Gables, Florida 33134

ARTICLE XI. BYLAWS

Bylaws will be hereafter adopted at the first meeting of the board of directors. Such bylaws may be amended, repealed, in whole or in part, by the Directors, in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this Foundation.

ARTICLE XII. DISTRIBUTION ON DISSOLUTION

The assets of the Foundation are permanently dedicated to an exempt purpose. In the event of dissolution, the residual assets of the Foundation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c) or 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on November 24, 2009.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on November 24, 2009.

A handwritten signature in black ink, appearing to read "O. Zubizarreta", is written over a horizontal line.

Octavio E. Zubizarreta
355 Alhambra Circle, Suite 1000
Coral Gables, Florida 33134

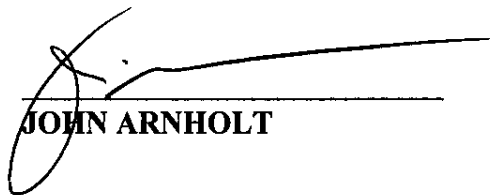
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

OF

THE TERE ZUBI FOUNDATION, INC.

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Executed November 27, 2009


JOHN ARNHOLT

FILED
2009 DEC 14 A 9 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA