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FLORIDA PROFIT/NON PROFIT CORPORATION
THE GABRIEL TOMAS ZUBILLAGA FOUNDATION, INC.

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April 29, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

FASCO, REININGER, PEREZ & ESQUENAI, P.L.

SUBJECT: THE GABRIEL TOMAS ZUBILLAGA FOUNDATION, INC.
REF: W10000020848

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE GABRIEL TOMAS ZUBILLAGA FOUNDATION, INC.
a Florida Not for Profit Corporation**

The undersigned, acting as incorporator of THE GABRIEL TOMAS ZUBILLAGA FOUNDATION, INC. under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:
THE GABRIEL TOMAS ZUBILLAGA FOUNDATION, INC.

the principal place of business is:
6821 S. W. 92 Court
Miami, Fl. 33173

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This Corporation is formed for the purpose as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including for such purposes, the making of distributions for organizations which qualify as tax-exempt organizations.

Within the scope of the foregoing, the object of this Corporation and its purposes are solely benevolent. Its primary purpose is to provide educational scholarships, sponsorship for special needs baseball team, and sponsorship of educational religious program.

ARTICLE IV. ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code.

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ARTICLE V. DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed to one or more charitable, religious, scientific or educational organizations which would then qualify under the provisions of Section 501(c) of the Code and its regulations.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 6821 Southwest 92 Court, Miami, Fl. 33173 and the name of the Corporation's initial registered agent at that address is Raul A. Zubillaga.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director(s) are:

Raul A. Zubillaga
Doris Zubillaga
Laura C. Zubillaga
Adrian R. Zubillaga

6821 S.W. 92 Court, Miami, FL 33173
6821 S.W. 92 Court, Miami, FL 33173
6821 S.W. 92 Court, Miami, FL 33173
6821 S.W. 92 Court, Miami, FL 33173

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ARTICLE VIII. INDEMNIFICATION

Every person who now is, 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 in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he 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) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his 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 not or hereafter be entitled as a matter of law.

ARTICLE IX. MEMBERSHIP

The membership of this Corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. The Directors shall from time to time prescribe the 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, 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. INCORPORATOR

The name and street address of the incorporator is:

Raul A. Zubillaga 6821 Southwest 92 Court
Miami, Florida 33173

ARTICLE XI. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors. Upon notice properly given, the Bylaws may be amended, altered or repealed by a majority vote of the Directors present at any regular or special meeting called for the purpose, subject to any limitations set forth under the Florida Not For Profit Corporation Act.

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ARTICLE XII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on members are subject to this reservation. The amendment may be proposed by any member of the Corporation. Every amendment shall be unanimously approved by an affirmative vote of the Board of Directors.

ARTICLE XIII. PRIVATE FOUNDATION

The Corporation shall distribute its income for each taxable 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 corresponding provisions of any subsequent Federal tax laws.

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 corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of April, 2010


Raul A. Zubillaga

STATE OF FLORIDA)
) §§
COUNTY OF MIAMI DADE)

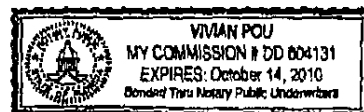
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The foregoing instrument was acknowledged before me this 26th day of April, 2010, by RAUL A. ZUBILLAGA, who is personally known to me and who did not take an oath.


Notary Public, State of Florida at Large

(NOTARY SEAL)



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **THE GABRIEL TOMAS ZUBILLAGA FOUNDATION**, in the foregoing articles of incorporation, we hereby agree to accept service of process for said Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

BY: _____

Raul A. Zubillaga

APPROVED
AND
FILED

10 MAY -3 AM 11:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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