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LAW OFFICES OF  
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A Professional Association  
Established 1959

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*Of Counsel*  
Lorena Hart Ludovici, Esq.

July 16, 2010

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

Re: Articles of Incorporation for MICHAEL VAUGHAN FOUNDATION, INC.

Dear Gentlemen:

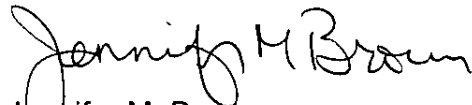
Enclosed are the original and copy of the Articles of incorporation for MICHAEL VAUGHAN FOUNDATION, INC.

Please endorse your approval of the Articles of Incorporation on the copy, certify, and return to this office in the enclosed envelope.

I have enclosed our check in the amount of \$78.75 to cover the cost for your services.

Should you have any questions, please contact me.

Very truly yours,



Jennifer M. Brown  
Legal Assistant

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2010 JUL 19 PM 4:26

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**ARTICLES OF INCORPORATION**  
**OF**  
**MICHAEL VAUGHAN FOUNDATION, INC.**

We, the undersigned, with other persons, being desirous of forming a corporation for charitable and philanthropic purposes under the provisions of Ch. 617 of the Florida Statutes, do agree to the following:

**ARTICLE I - NAME**

The name of this corporation is MICHAEL VAUGHAN FOUNDATION, INC., a corporation not for profit.

**ARTICLE II - PURPOSE**

Said Corporation is organized exclusively for charitable, philanthropic and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or corresponding Section of any future Federal Tax Code.

**ARTICLE III - QUALIFICATION OF MEMBERS**

The membership of this corporation shall constitute all persons who are duly qualified members as determined by the Board of Directors. This corporation is being organized under a non-stock basis. Therefore, no member shall have stock.

**ARTICLE IV - TERM OF EXISTENCE**

This corporation is to exist perpetually.

## ARTICLE V - SUBSCRIBERS

The names and addresses of the subscribers of these Articles are as follows:

NAME:	ADDRESS:
VINICIO A. MERIDA	8720 SW 175 STREET, PALMETTO BAY, FL 33157
JORGE D. PIVEN	9741 SW 190 STREET, CUTLER BAY, FL 33157
ALEXANDER SANCHEZ	3212 W TRADE AVENUE, COCONUT GROVE, FL 33133
JAMES A. THOMAS	7450 SW 164 STREET, PALMETTO BAY, FL 33157

## ARTICLE VI - OFFICERS

Section 1. The officers of the corporation shall be a President, a Secretary, a Treasurer, and such other officers as determined by the Board of Directors from time to time.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

NAME:	TITLE:	ADDRESS:
VINICIO A. MERIDA	President	8720 SW 175 STREET, PALMETTO BAY, FL 33157
NADINE COOK	Secretary	14633 SW 174 STREET, MIAMI, FL 33177
ALEXANDER SANCHEZ	Treasurer	3212 W TRADE AVENUE, COCONUT GROVE, FL 33133

## ARTICLE VII - BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have SEVEN (7) initially. The number of directors may never be less than three (3).

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be those persons who are elected as directors at an annual meeting of the Board of Directors who shall also constitute the members.

Section 4. The names and addresses of the persons who are to serve as directors are:

NAME:	ADDRESS:
VINICIO A. MERIDA	8720 SW 175 STREET, PALMETTO BAY, FL 33157
JORGE D. PIVEN	9741 SW 190 STREET, CUTLER BAY, FL 33157
ALEXANDER SANCHEZ	3212 W TRADE AVENUE, COCONUT GROVE, FL 33133
JAMES A. THOMAS	7450 SW 164 STREET, PALMETTO BAY, FL 33157
NADINE COOK	14633 SW 174 STREET, MIAMI, FL 33177
PIO MOLINA	16735 SW 83 AVENUE, PALMETTO BAY, FL 33157
GASTON RODRIQUEZ	c/o 8720 SW 175 STREET, PALMETTO BAY, FL 33157

#### ARTICLE VIII - BY-LAWS

Section 1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the by-laws may be amended, altered, or rescinded by a majority of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

#### ARTICLE IX - AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the Board of Directors called for that purpose, by a 51% vote of those present.

Section 2. Amendments may also be made at a regular meeting of the Board of Directors upon notice given as provided by the by-laws of intention to submit such amendments.

#### ARTICLE X - ADDRESS

The initial street address of the principal office of this corporation shall be 8720 SW 175 STREET, PALMETTO BAY, FL 33157. Corporate offices may be moved from time to time as provided in the by-laws.

#### ARTICLE XI - INDEBTEDNESS

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall never be greater than 80% of the value of the property of the corporation.

#### ARTICLE XII - DUES

The amount of the yearly dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

#### ARTICLE XIII - ACQUISITION OF PROPERTY

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise, or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

#### ARTICLE XIV - ANNUAL MEETING

Section 1. The annual meeting for the election of members of the Board of Directors shall be held each year at a meeting called for that purpose by the Board of Directors.

Section 2. The corporation may provide in its by-laws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

Section 3. A majority of the members shall constitute a quorum for the holding of any meetings.

#### ARTICLE XV - DISTRIBUTION OF EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Article Two hereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

#### ARTICLE XVI - DISSOLUTION

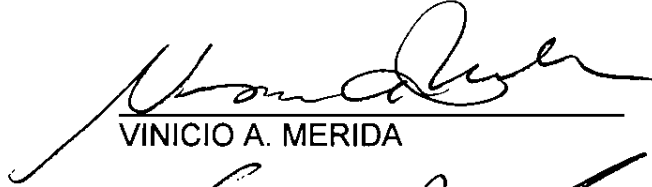
In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive purpose.

#### ARTICLE XII - REGISTERED AGENT

The registered agent of this corporation to accept service of process within this state shall be EDWARD P. LUDOVICI, ESQ. at 17415 S. DIXIE HIGHWAY, PALMETTO BAY, FL 33157.

**SIGNATURES ON PAGE 6**

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 15<sup>th</sup> day of July, 2010.

  
VINICIO A. MERIDA

  
JORGE D. PIVEN

  
ALEXANDER SANCHEZ

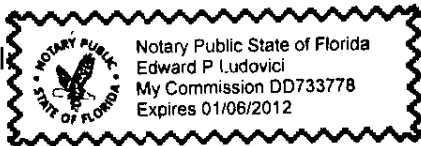
  
JAMES A. THOMAS

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2010 JUL 19 PM 4:26

STATE OF FLORIDA                    )  
  ) SS  
COUNTY OF MIAMI-DADE        )

The foregoing instrument was acknowledged before me the 15<sup>th</sup> day of July, 2010 by VINICIO A. MERIDA, JORGE D. PIVEN, ALEXANDER SANCHEZ and JAMES A. THOMAS, who have all produced Florida Driver's Licenses as identification, and who did take oath.

Notary Seal



  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

Having been named to accept service of process for the above stated corporation, at the place set forth in this certificate, I hereby accept said designation and agree to comply with the provisions of said Act relative to keeping open said office.

  
EDWARD P. LUDOVICI, Esq.  
Registered Agent