

N10000011330

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

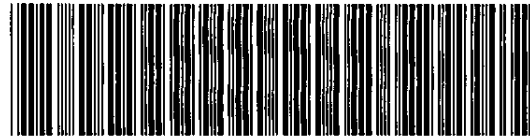
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300188254523

12/06/10--01012--002 \*\*78.75

FILED  
10 DEC -6 PM 3:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PS 12/7/10

## COVER LETTER

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

SUBJECT: MIBAF Cares, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Marta Alfonso  
Name (Printed or typed)  
MIBAF  
1001 Brickell Bay Drive  
Address  
Miami, Florida 33131  
City, State & Zip  
305. 373.5500  
Daytime Telephone number  
malfonso@mbafcpa.com  
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**

**OF**

**MBAF CARES, INC.**

**FILED**

**10 DEC -6 PM 3:46**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of this Corporation is MBAF CARES, INC. (hereinafter called the "Corporation").

**ARTICLE II**

**Corporate Nature**

The Corporation is a not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III**

**Address**

The address of the principal office and the mailing address of the Corporation shall be 1001 Brickell Bay Drive, 9<sup>th</sup> Floor, Miami, Florida 33131.

## **ARTICLE IV**

### **Duration**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

## **ARTICLE V**

### **Purposes**

The Corporation is organized and operated exclusively for religious, charitable, scientific, literary, and educational 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 of 1986, as amended, or a corresponding section of any future federal tax code.

No substantial part of the activities of the Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not either participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Additionally, the Corporation shall not engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any future federal tax code.

Notwithstanding any other provision of the Article, the Corporation shall not conduct or carry on any other activity not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any future federal tax code.

## **ARTICLE VI**

### **Powers**

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all of the benefits, privileges, rights, and powers created, given, extended, or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- i. to promote, support, and engage in activities carried on for the purposes set forth in Article V hereof, by the direct conduct of such activities, by making grants to other organizations engaged in such activities, and by making grants to deserving and needy individuals in furtherance of such purposes;
- ii. to acquire, own, maintain, and use its assets for the purposes set forth in Article V hereof;
- iii. to receive assistance, money, real or personal property, and any other form of contributions, gift, bequest or devise from any person, firm, partnership, or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for its objects and purposes; provided, however, that gifts shall be subject to acceptance by the Board of Directors as required by the bylaws;
- iv. to establish an office and employ such assistance and personnel as may be necessary and proper in the judgment of the Board of the Directors;
- v. to distribute, in the manner, form, and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions or other funds received by it in carrying out charitable and educational programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed the Corporation in furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes;

- vi. to invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine;
- vii. to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- viii. to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof and to secure the same by mortgage, pledge, or other lien on the Corporation's property;
- ix. to adopt and use a corporation seal; and
- x. to do and to perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

Notwithstanding any other provision of these articles, the Corporation shall not, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## **ARTICLE VII**

### **Management**

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, who shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) people. The number and method of election or appointment of directors shall be stated in the bylaws of the Corporation. The voting and other rights of the Board of Directors shall be as provided in the bylaws of the Corporation.

## **ARTICLE VIII**

### **Board of Directors**

The business affairs of this Corporation shall be managed by the Board of Directors. The number of directors shall be fixed by the Bylaws and may be increased or decreased

from time to time in the manner specified in the bylaws. The Board of Directors shall be elected or appointed as set forth in the bylaws. The first Board of Directors shall consist of four (4) members who shall serve as members of the Board of Directors until their successors are elected and qualified, unless they earlier resign or are removed. These directors are:

1. Antonio L. Argiz
2. Miguel Farra
3. Stuart Rosenberg
4. Marta Alfonso

The Board of Directors may also appoint an Advisory Board of Directors in the manner specified in the bylaws.

The Board of Directors of this Corporation shall have the power to adopt, amend or repeal the bylaws, which shall from time to time be adopted.

## **ARTICLE IX**

### **Directors' and Officers' Compensation and Indemnification**

**Compensation.** A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless engaged to do so by the Board of Directors, as a member of the administrative staff of the Corporation. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount and approved for payment in the manner provided by the bylaws.

**Indemnification.** Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of or liable for willful misfeasance or

willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director, and agent of the Corporation in amounts determined from time to time by the Board of Directors.

Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are shareholders, partners, or employees, or in which they are interested, or between the Corporation and any corporation, association, or partnership of which one or more of its directors or officers are shareholders, members, directors, officers, partners, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer or officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by vote of majority of the directors present. Such interested director or directors, officer or officers, shall be counted in determining whether a quorum is present, but shall not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

## **ARTICLE X**

### **Members**

The Corporation shall not have any membership or members.



## **ARTICLE XI**

### **Dissolution and Disposition of Assets**

Except as otherwise required by law, the Corporation shall not dissolve and shall not dispose of all or substantially all of its assets without the unanimous affirmative vote given by written consent or cast at a duly called meeting of the Board of Directors of the Corporation.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment and discharge of all the liabilities of the Corporation, distribute the remaining assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of the 1986, as amended, or a corresponding section of any future federal tax code ("exempt purpose"), or the remaining assets shall be distributed either to the federal government or to a state or local government for one or more exempt purposes. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county where the principal office of the Corporation is then located. Such court shall determine which organization or organizations that the undistributed assets shall go to, but such organization or organizations must be operated exclusively for one or more exempt purposes.

## **ARTICLE XII**

### **Restrictions**

The Corporation shall not: (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) 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 section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended or corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, 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 Article V of these Articles of Incorporation.

The Corporation shall distribute its income for each tax year at such time and 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 section of any future federal tax code.

#### **ARTICLE XIII**

##### **Bylaws**

The Board of Directors shall adopt bylaws consistent with these Articles of Incorporation. The bylaws may be amended, altered, added to, repealed, or new bylaws may be adopted only by a two thirds of all votes cast at a meeting of the Board of Directors of the Corporation where a quorum is present.

#### **ARTICLE XIV**

##### **Initial Registered Office and Registered Agent**

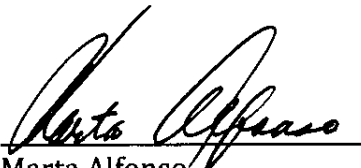
The street address of the Corporation's initial registered office in the State of Florida is 1001 Brickell Bay Drive, 9<sup>th</sup> Floor, Miami, Florida 33131, and the name of its initial registered agent at such office is Marta Alfonso.

#### **ARTICLE XV**

##### **Incorporator**

The name and address of the incorporator is Marta Alfonso (hereinafter called the ("Incorporator")), MBAF Cares, Inc., 1001 Brickell Bay Drive, 9<sup>th</sup> Floor, Miami, Florida.

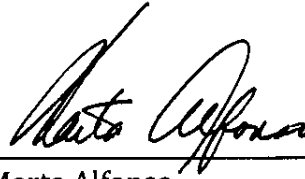
IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 1st day of December, 2010. I affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, F.S.

  
Marta Alfonso  
Incorporator

FILED  
10 DEC -6 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for MBAF CARES, INC., at the place designated in the Articles of Incorporation of the Corporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position, as Registered Agent.



Marta Alfonso

Date: December 1, 2010

FILED  
NO DEC - 6 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA