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STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2010 DEC 28 2010

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

UCAB, Inc.

Signature _____

Requested by: _____

Name _____ Date _____ Time _____

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- ☒ Art of Inc. File _____
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- _____ Certificate of Status _____
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- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
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- _____ UCC 11 Retrieval _____
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ARTICLES OF INCORPORATION

In compliance with Chapter 617, Florida Statutes (Not for Profit)

ARTICLE I

CORPORATE NAME

The name of this corporation shall be:
American Foundation for UCAB, Inc.

ARTICLE II

DURATION

The term of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- A. To operate exclusively in any other manner for such charitable, scientific and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.
- B. To create a network of UCAB (Universidad Catolica Andres Bello) alumni in the United States.
- C. To foster relations between UCAB and American Universities in the pursuit of higher knowledge by means of joint projects and by means of the exchange of information, students and faculty, whenever possible.
- D. To provide financial support for UCAB faculty members who wish to pursue graduate degrees in universities of the United States.
- E. To create liaisons with private sector organizations within the United States that deal with education and related matters.

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TALLAHASSEE, FLORIDA

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ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

Board of Directors. The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3), provided however, that such number may be changed by the duly adopted By-Laws.

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, and at all times, thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualifications of the successors in office. Annual meetings shall be held at 3240 Corporate Way, Miramar, Florida 33025 on the first Monday of April of each year at 5:30 p.m., 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 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 meeting, and that the Articles of Incorporation and the By-laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

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

<u>Name</u>	<u>Addresses</u>
1. Jose Ochoa	9789 SW 138 Avenue Miami, Florida 33186
2. Carlos Imery	1640 W. Oakland Park Blvd. Suite 300 Ft. Lauderdale, Florida 33311

3. Bruce Iden

3240 Corporate Way
Miramar, FL 33025

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 IV hereof.
- B. 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.
- C. 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 Code of 1954 (or the corresponding provision of any future United States Internal revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.
- E. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- F. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- G. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- H. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- I. The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

The qualifications of members and the manner of their admission shall be regulated by the By-Laws for this corporation.

ARTICLE IX

INCORPORATION

The name and addresses of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Bruce Iden	3240 Corporate Way Miramar, Florida 33025

ARTICLE X

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational, scientific, and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

REGISTERED AGENT AND PRINCIPAL OFFICE

The address of the corporation's principal office shall be **3240 Corporate Way, Miramar, Florida 33025** and the name of the registered agent at said address shall be **Bruce Iden**.

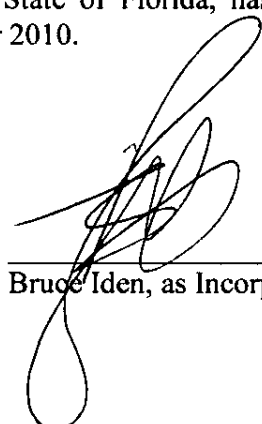
ARTICLE XIII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set for the in the By-Laws of this corporation.

The undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 10th day of December 2010.

WITNESSED BY:

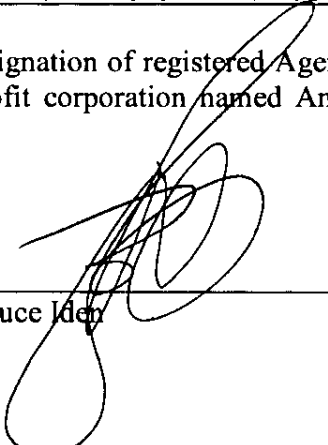


Bruce Iden, as Incorporator

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ACKNOWLEDGMENT OF REGISTERED AGENT

I, Bruce Iden, do hereby accept the designation of registered Agent, pursuant to the laws of the State of Florida, for the nonprofit corporation named American Foundation for UCAB, Inc.



Bruce Iden