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J. Shivers FEB 03 2011

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Reply To:

Coral Gables

OF COUNSEL:  
SUZANNE A. DOCKERTY

January 31, 2011

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


Re: Our Client No.: 528-002  
Birthmark Foundation, Corp.

Dear Corporate Filings:

Enclosed please find the original executed Articles of Incorporation for Birthmark Foundation, Corp. I am also enclosing a check payable to Division of Corporations in the amount of \$78.75 to cover the cost of filing the articles, identifying the registered agent and providing a certified copy of the articles.

I thank you for your assistance with this matter.

Sincerely,

  
Maura Fitzgerald Jennings

Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
BIRTHMARK FOUNDATION, CORP.  
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is BIRTHMARK FOUNDATION, Corp., a Florida not-for-profit corporation, (hereinafter called the "Corporation") whose principal office is located at 4779 Collins Avenue, Suite 2107, Miami Beach, Florida 33140.

**ARTICLE II  
PURPOSE**

- (a) To promote the economic and social development of impoverished communities through the development of parks, roads, recreational facilities and similar infrastructures by providing directly to such communities, or to entities with a similar mission.
- (b) The general purposes for which this Corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.
- (c) Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

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**ARTICLE III**  
**QUALIFICATIONS FOR MEMBERS AND THE**  
**MANNER OF THEIR ADMISSION**

The Members shall be elected by the Membership. The initial Member of the corporation is:  
Ernesto Arguello.

**ARTICLE IV**  
**ADDRESS OF REGISTERED OFFICE AND**  
**NAME OF REGISTERED AGENT**

The street address of the registered office of the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134. The initial registered agent of the Corporation is J. Patrick Fitzgerald, Esquire.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors. The Members of the Corporation will be the Directors. The election and term of office of the Directors shall be set forth in the Bylaws.

The names and addresses of the persons who will serve as Directors until the next election are as follows:

Ernesto Arguello  
4779 Collins Avenue, Suite 2107  
Miami, Beach, Florida 33140

**ARTICLE VI**  
**TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

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**ARTICLE VII**  
**COMMENCEMENT OF EXISTENCE**

The Corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

**ARTICLE VIII**  
**OFFICERS**

The Corporation shall have a President and Vice President/Secretary/Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Assistant Vice Presidents, Assistant Secretaries, and Assistant Treasurers.

The names and positions of the persons who will serve as the officers until the next election are as follows:

Ernesto Arguello  
Carlos Roque

President  
Vice President/Secretary/Treasurer

**ARTICLE IX**  
**POWERS**

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida. Without limiting the generality of the powers specified above, the specific powers of the Corporation shall be:

- (a) To acquire, by purchase, lease or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable, scientific, community and educational purposes of the Corporation and other affiliated organizations;
- (b) To lease all or a portion of such real and personal property;
- (c) To borrow funds in order to expand, enhance, support or maintain the activities of the

- Corporation or any of its affiliated organizations;
- (d) To make charitable contributions to any affiliated organizations;
  - (e) To manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and
  - (f) To utilize its income in furtherance of the foregoing objectives.

## **ARTICLE X**

### **LIMITATIONS ON ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other 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 other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not for profit entity described in Section 501(3)(c) of the Code. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the code.

**ARTICLE XI**  
**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, within their sole discretion, to an organization exempt of taxation under Section 501(c) (3) of the Internal Revenue Code, if still exempt at the time of such disposition, or if not still exempt, then to such organization or organizations organized and operated exclusively for charitable, education, community or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code, as the Members of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

**ARTICLE XII**  
**AMENDMENT OF THE ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended, altered, modified or revoked only upon the vote of the majority of the Directors.

IN WITNESS WHEREOF, I, the Incorporator, have subscribed my name this 24 day of

January, 2011.

BIRTHMARK FOUNDATION, Corp.

By:

[Signature]  
Ernesto Arguello, Incorporator  
4779 Collins Avenue, Suite 2107  
Miami Beach, Florida 33140

STATE OF FLORIDA )

) SS:

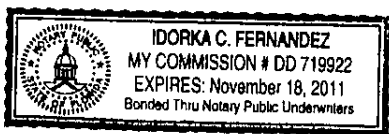
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of January, 2011, by Ernesto Arguello, as Incorporator of BIRTHMARK FOUNDATION, Corp., a Florida not for profit corporation, on behalf of the Corporation.  
[ ] He is personally known to me or [ ☒ ] He has produced FL Drivers License as identification.

[Signature]  
NOTARY PUBLIC-STATE OF FLORIDA  
At Large

My Commission Expires:

Print, type or stamp Notary Name:





**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process of BIRTHMARK FOUNDATION, Corp., a Florida not for profit corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.

  
\_\_\_\_\_  
J. Patrick Fitzgerald, Esq.  
Registered Agent

DATED: 1/26/11, 2011

**FILED**

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**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**