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FLORIDA PROFIT/NON PROFIT CORPORATION
BAUTISTA FAMILY EDUCATION FUND, INC.

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Page Count	05
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
BAUTISTA FAMILY EDUCATION FUND, INC.**

(A Not For Profit Corporation)

**ARTICLE I
NAME AND ADDRESS**

The name of this corporation is Bautista Family Education Fund, Inc. (hereinafter referred to as the "Corporation"). The current street address and principal office of the Corporation is 10 SW South River Drive, Unit 914, Miami, Florida 33130.

**ARTICLE II
AUTHORITY**

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

**ARTICLE III
PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Without limiting or expanding the foregoing, the Corporation's purpose is to provide assistance to Latin American children to allow them to obtain an education in the United States.

**ARTICLE IV
RIGHTS AND RESTRICTIONS**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, 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 III. 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 or in opposition to any candidate for public office.

Furthermore, if at any time the Corporation is classified as a private foundation within the meaning of section 509(a) of the Internal Revenue Code, the Corporation (i) shall distribute its income 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;

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(ii) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in section 4943(e) of the Internal Revenue Code; (iv) shall not make any investments in such a manner as to subject it to tax under section 4944 of the Internal Revenue Code; and (v) shall not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

**ARTICLE V
DISSOLUTION**

Upon the dissolution of the Corporation, and after all of its liabilities and obligations have been paid, satisfied, and discharged or adequate provisions made therefor, all of the Corporation's remaining assets shall be distributed to one or more organizations selected by the Corporation's Board of Directors that are organized and operated exclusively for charitable or educational purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

**ARTICLE VI
MEMBERS**

The Corporation shall have no members.

**ARTICLE VII
DIRECTORS**

The number of directors of the Corporation shall be not less than three (3) and not more than eleven (11). The Corporation's Board of Directors shall consist of the following classes of directors.

(a) Permanent Director. The Corporation shall have one (1) director who is designated as the Permanent Director. The Permanent Director shall serve until death, incapacity, or resignation. The Permanent Director, including any successor Permanent Directors, may, by a writing signed by the Permanent Director, appoint his or her successor, effective upon his or her death, incapacity, or resignation, and such instrument of appointment shall be revocable until it becomes effective. If any Permanent Director fails to appoint his or her successor in the manner described in this paragraph, the Corporation shall cease to have a Permanent Director. No individual shall be named as a Permanent Director without his or her prior consent. The initial Permanent Director of the Corporation and his address is Jose A. Bautista, 10 SW South River Drive, Unit 914, Miami, Florida 33130.

(b) Elected Directors. As long as there is a Permanent Director, the Corporation shall have not less than two (2) and not more than ten (10) directors who are designated as the Elected Directors. If the Corporation does not have a Permanent Director, the Corporation shall have not less than three (3) and not less than eleven (11) Elected Directors. At the first annual meeting of the Board of Directors, the number of

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Elected Directors shall be divided into three groups with each group containing one-third of the total, as nearly equal in number as possible. The terms of the Elected Directors in the first group shall expire at the first annual meeting of the Board of Directors after their appointment, the terms of the Elected Directors in the second group shall expire at the second annual meeting of the Board of Directors after their appointment, and the terms of the Elected Directors in the third group shall expire at the third annual meeting of the Board of Directors after their appointment. Thereafter, at each annual meeting of the Board of Directors, one group of Elected Directors shall be elected by the Board of Directors for a term of three years to succeed those whose terms expire. Elected Directors may serve unlimited successive terms. No individual shall be elected as an Elected Director without his or her prior consent. The initial Elected Directors of the Corporation and their addresses are:

<u>Name</u>	<u>Address</u>
Luis Gabriel Bautista	10 SW South River Drive Unit 914 Miami, Florida 33130
Fernando Isa	10 SW South River Drive Unit 914 Miami, Florida 33130
Moises Feliz	10 SW South River Drive Unit 914 Miami, Florida 33130
Hector Fancytt	10 SW South River Drive Unit 914 Miami, Florida 33130
Juan Peralta	10 SW South River Drive Unit 914 Miami, Florida 33130
Ricardo Nanita	10 SW South River Drive Unit 914 Miami, Florida 33130
Martin Valerio	10 SW South River Drive Unit 914 Miami, Florida 33130
Juan Carlos Mella	10 SW South River Drive Unit 914 Miami, Florida 33130

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Jose Leger

10 SW South River Drive
Unit 914
Miami, Florida 33130

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify any officer, director, or employee, or any former officer, director, or employee, to the full extent permitted by law.

**ARTICLE IX
REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is RAX CO., 50 North Laura Street, Suite 3300, Jacksonville, Florida 32202.

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator is RAX CO., 50 North Laura Street, Suite 3300, Jacksonville, Florida 32202.

**ARTICLE XI
INTERNAL REVENUE CODE**

Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

RAX CO., Incorporator

By: *Lisa A. Purvis* Date 8/25/11
Lisa A. Purvis, Vice President

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CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT OF BAUTISTA FAMILY EDUCATION FUND, INC.

Pursuant to Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Bautista Family Education Fund, Inc., a Florida not for profit corporation organized under the laws of the state of Florida, hereby accepts the appointment as such Registered Agent for the above-named Florida corporation and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as Registered Agent as provided for in the Florida Not For Profit Corporation Act and the general laws of the state of Florida relative to keeping open the Registered Office, which Registered Office is located at 50 North Laura Street, Suite 3300, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 25th day of August, 2011.

RAX CO., a Florida corporation
Registered Agent

By: Lisa A. Purvis
Lisa A. Purvis, Vice President

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APPROVED
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