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FLORIDA PROFIT/NON PROFIT CORPORATION  
PANAMERICANA FOUNDATION, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
PANAMERICANA FOUNDATION, INC.**

**THE UNDERSIGNED**, acting as incorporator of a not-for-profit corporation, pursuant to Chapter 617, Florida Statutes, hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I**

**NAME**

The name of the corporation shall be:

**PANAMERICANA FOUNDATION, INC.**

**ARTICLE II**

**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business of this corporation shall be:

1200 Brickell Avenue Suite 1950  
Miami, Florida 33131

The mailing address of this corporation shall be:

1200 Brickell Avenue Suite 1950  
Miami, Florida 33131

**ARTICLE III**

**PURPOSE(S)**

The general purpose for which the Corporation is formed is to operate exclusively for such educational, scientific, cultural, literary, and 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. The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

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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.

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.

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.

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.

The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV**

**MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be set forth in the By-laws of the corporation.

**ARTICLE V**

**INITIAL DIRECTOR**

The names and street addresses of the initial directors are as follows as follows:

Jorge Escobar Castello  
1200 Brickell Avenue Suite 1950  
Miami, Florida 33131

Miguel Cordero  
Calle Juan Bravo 7 Piso 7-3  
Madrid, Spain 28006

Veronica Duran  
Calle Castello 91 Bajo B  
Madrid Spain 28006

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**ARTICLE VI**

**POWERS**

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

**ARTICLE VII**

**DISSOLUTION**

Upon dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation or corporation which is organized exclusively for charitable purposes and which has secured a tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.

**ARTICLE VIII**

**MEMBERS**

The Corporation will have members. The bylaws of the Corporation contain provisions relating to the qualification for membership, the rights of members, and other such matters.

**ARTICLE IX**

**INCORPORATOR**

The name and street address of the incorporator for these Articles of Incorporation is:

Marisol Gonzalez  
2665 South Bayshore Drive  
Suite 703  
Miami, FL 33133

**ARTICLE X**

**REGISTERED AGENT AND STREET ADDRESS**


The name and the street address of the registered agent is:

World Corporate Services, Inc.  
2665 South Bayshore Drive  
Suite 703  
Miami, FL 33133

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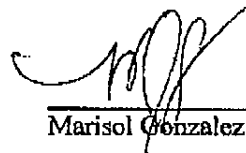
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The undersigned incorporator has executed these Articles of Incorporation this 28th day of September, 2011.

  
\_\_\_\_\_  
Marisol Gonzalez, Incorporator

**INCORPORATOR**


IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 28th day of September, 2011.

  
\_\_\_\_\_  
Marisol Gonzalez

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

I HEREBY CERTIFY that on this day, before me, personally appeared Marisol Gonzalez, who is well known to me to be the person described in and who executes these Articles of Incorporation as Incorporator, and acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 28th day of September, 2011.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA  
Yilan Rivero  
Commission # DD780245  
Expires: AUG. 02, 2012  
BONDED THRU ATLANTIC BONDING CO., INC.

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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of the Panamericana Foundation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article X of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 28<sup>th</sup> day of September 2011.



Elena Diaz, Vice President  
World Corporate Services, Inc.

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