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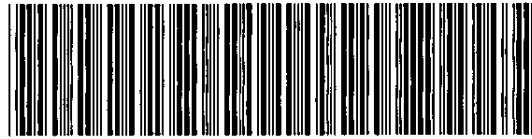
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Holland & Knight

Requester's Name  
315 South Calhoun Street, suite 600

Address  
Tallahassee, FL 32301 (850)425-5686  
City/State/Zip Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Aspira Properties, Inc  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

☐ Profit  
☒ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
ASPIRA PROPERTIES, INC.**

The undersigned, for purposes of forming a corporation not for profit under the laws of the State of Florida, hereby submits the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the corporation is Aspira Properties, Inc. (the "Corporation").

**ARTICLE II**

**Address of Principal Office and Mailing Address**

The street address of the Corporation's initial principal office and the mailing address of the Corporation are:

4100 NE Second Avenue, Suite 302  
Miami, Florida 33137

**ARTICLE III**

**Duration and Commencement**

The Corporation shall exist perpetually, commencing on the date these Articles of Incorporation are executed, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

**ARTICLE IV**

**Purpose**

The Corporation is organized as a corporation not for profit, exclusively for such lawful purposes as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(2) of the Internal Revenue Code of 1986 (the "Code") or corresponding section of any future United States Internal Revenue Law. Within the scope of the foregoing, the specific and exclusive purpose of the Corporation is to hold title to property, collect income from that property, and to turn over the entire amount, less expenses, to Aspira of Florida, Inc., a Florida not for profit corporation that is described in Section 501(c)(3) of the Code and is exempt from federal income taxation under Section 501(a) of the Code; provided that, if Aspira of Florida, Inc. no longer exists or is no longer described in Section 501(c)(3) of the Code and is no longer exempt from federal income taxation under Section 501(a) of the Code, the Corporation shall engage in such activities for the benefit of another entity that is described in Section 501(c)(3) or

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another sub-section of Section 501(c) of the Code and is exempt from federal income taxation under Section 501(a) of the Code, as determined by the directors of the Corporation. In carrying out the foregoing purpose and within the scope thereof, the Corporation may engage in any and all lawful activities that may be incidental or reasonably necessary to the furtherance of the Corporation's stated purpose.

## ARTICLE V

### Limitations On Corporate Power

The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private individuals, 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, or in opposition to, any candidate for public office.

(c) The Corporation shall not engage in any activity that generates unrelated business taxable income, as defined in Section 512 of the Code, other than:

(1) income which is treated as unrelated business taxable income solely because of the applicability of Section 512(a)(3)(C) of the Code;

(2) debt financed income which is treated as unrelated business taxable income solely because of Section 514 of the Code;

(3) certain interest, annuities, royalties, or rents which are treated as unrelated business taxable income solely because of Section 512(b)(3)(B)(ii) or (13) of the Code;

(4) rents from personal property leased with real property treated as unrelated business taxable income under Section 512(b)(3)(A)(ii) of the Code solely because such rents attributable to such personal property are more than incidental when compared to the total rents received or accrued under the lease, or under Section 512(b)(3)(B)(i) of the Code solely because such rents attributable to such personal property exceed 50 percent of the total rents received or accrued under the lease; or

(5) gross income described by Section 501(c)(25)(G) of the Code that is incidentally derived from the holding of property and the amount of which does not exceed ten percent (10%) of the Corporation's gross income for the taxable year in which such income is received.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE VI

### Members

(a) Aspira of Florida, Inc., a Florida not for profit corporation, that is described in Section 501(c)(3) of the Code and is exempt from federal income taxation under Section 501(a) of the Code shall be the sole member of this Corporation; provided that, if Aspira of Florida, Inc. no longer exists or is no longer described in Section 501(c)(3) of the Code and is no longer exempt from federal income taxation under Section 501(a) of the Code, the directors of the Corporation shall select another entity that is described in Section 501(c)(3) or another subsection of Section 501(c) of the Code and is exempt from federal income taxation under Section 501(a) of the Code to serve as the sole member of the Corporation.

(b) To the extent not specified elsewhere in these Articles of Incorporation, the rights and powers of the member shall be as specified in the Bylaws.

## ARTICLE VII

### Board of Directors

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by, its Board of Directors. The Board of Directors shall consist of such number of persons as shall be fixed pursuant to the Bylaws from time to time, but shall not be less than the minimum number prescribed by applicable Florida law at the time the size of the Board is being fixed. The qualifications to serve as a director, the rights and powers of the directors, and the method of appointment or election of directors shall be as specified in the Bylaws.

## ARTICLE VIII

### Initial Board of Directors

The Corporation has three (3) directors initially, who shall serve until the organizational meeting of the Board of Directors or until their successors are elected and qualify. The names and addresses of the initial directors are:

Luis M. Arttime  
4100 NE 2nd Avenue  
Suite 302  
Miami, FL 33137

George Cabrera  
4100 NE 2nd Avenue  
Suite 302  
Miami, FL 33137

Edward Hernandez  
4100 NE 2nd Avenue  
Suite 302  
Miami, FL 33137

## ARTICLE IX

### Initial Registered Office and Agent

The Corporation designates 4100 NE 2nd Avenue, Suite 302, Miami, Florida 33137, as the street address of the registered office of the Corporation and names George Cabrera as the Corporation's registered agent at that address to accept service of process within this state.

## ARTICLE X

### Incorporator

The name and street address of the incorporator is Harold R. Bucholtz, 2099 Pennsylvania Avenue, NW, Suite 100, Washington, D.C. 20006.

## ARTICLE XI

### Dissolution

No director, officer, or other private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation exclusively by distribution to the sole member of the Corporation at the time of the dissolution of the Corporation; provided that, if the sole member is not then described in Section 501(c)(3) or another sub-section of Section 501(c) of the Code and exempt from federal income taxation under Section 501(a) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), the remaining assets of the Corporation shall be distributed to an organization that is then so described and exempt selected by the Board of Directors. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, as provided by law, of the county in which the principal office of the Corporation is then located, exclusively for the exempt purposes of the sole member of the Corporation to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XII

### Amendments

These Articles of Incorporation may be amended, altered, changed or repealed by (a) the act of a majority of the Board of Directors of the Corporation, and (b) the affirmative vote of a majority of the Board of Directors of the Corporation's sole member.

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TALLAHASSEE, FLORIDA

### ARTICLE XIII

#### Bylaws

The Bylaws of the Corporation shall be made, altered, or rescinded by (a) a majority vote of the Board of Directors of the Corporation, and (b) the approval by a majority vote of the Board of Directors of the sole member of the Corporation.

### ARTICLE XIV

#### Indemnification

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its Board of Directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its Board of Directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the Board of Directors, the authority granted to the Board of Directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11<sup>th</sup> day of October, 2011.

  
Harold R. Bucholtz

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MILWAUKEE, FLORIDA

DISTRICT OF COLUMBIA  
CITY OF WASHINGTON

The foregoing instrument was acknowledged, subscribed, and sworn to before me by  
Harold R. Bucholtz on October 11, 2011.

Stephanie V. Smith  
Notary Public

Print Name: Stephanie V. Smith

My Commission Expires: My Commission Expires January 31, 2016



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FALLMANSVILLE, FLORIDA  
SECRETARY OF STATE



**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**


**WITNESSETH:**

That Aspira Properties, Inc. desiring to organize under the laws of the State of Florida, has named George Cabrera as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation at 4100 NE 2nd Avenue, Suite 302, Miami, Florida 33137, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 11<sup>th</sup> day of October, 2011.

By:   
George Cabrera

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MIAMI, FLORIDA