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FLORIDA PROFIT/NON PROFIT CORPORATION
Roberto Alomar Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
ROBERTO ALOMAR FOUNDATION, INC.**

The undersigned incorporator hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be:

ROBERTO ALOMAR FOUNDATION, INC.

ARTICLE II

Principal Office and Mailing Addresses

The street address of the principal office and the mailing address of the corporation shall be:

901 Palacio De Avila
Tampa, Florida 33613

ARTICLE III

Purposes

(a) This corporation is organized and shall be managed and operated exclusively for charitable, religious, scientific and educational purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to establish and maintain charitable, religious, scientific and educational activities and to take any other action that, from time to time, shall be deemed expedient to the trustees of this corporation and which shall further the said purposes.

(b) It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the

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principal thereof exclusively for the active conduct of its charitable, religious, scientific, or educational purposes directly rather than by or through one or more grantee organizations.

(c) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any trustee, officer, director or member of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no trustee, officer, director or member of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(e) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, scientific or educational organizations that then would qualify for the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no trustee, officer, director or member of this corporation, or private individual shall be entitled to share in the distribution of any of the corporation's assets.

ARTICLE IV

Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, religious, scientific, and educational purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

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(c) Notwithstanding any other provision of these Articles of Incorporation, all of this corporation's income for each of its taxable years shall be distributed at such time and in such manner as will not subject this corporation to tax under Section 4942 of the Code.

(d) Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not:

- (1) Engage in any act of self-dealing (as defined in Section 4941(d) of the Code);
- (2) Retain any excess business holdings (as defined in Section 4943(c) of the Code);
- (3) Make any investments in such manner as to subject this corporation to tax under Section 4944 of the Code; or
- (4) Make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE V

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

Members

The corporation shall have no members.

ARTICLE VII

Registered Agent and Registered Office

The initial registered agent of this corporation shall be TK Registered Agent, Inc., and the initial registered office of this corporation shall be 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602. This corporation shall have the right to change such registered agent and registered office as provided by law.

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ARTICLE VIII

Incorporator

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

<u>Name</u>	<u>Address</u>
J. Randolph Taylor	7700 Wisconsin Avenue, Suite 650 Bethesda, Maryland 20814

ARTICLE IX

Board of Directors

(a) The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the by-laws, and by officers who shall be appointed by the Board of Directors. The officers to be appointed in such fashion shall be a president, a secretary, and a treasurer, and such other officers as may be provided for in the by-laws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the by-laws.

(b) The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the by-laws of this corporation. The number shall not be less than three (3) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time as provided by the by-laws. A quorum for the transaction of business at meetings of the Directors shall be a majority of the number of Directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Directors. Subject to the by-laws of this corporation, meetings of the Directors may be held within or outside of State of Florida.

ARTICLE X

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of the following members, such members to hold office until his or her successor or successors have been duly elected and qualify. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Roberto Alomar	901 Palacio De Avila Tampa, Florida 33613

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TRENAM KEMKER

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Kim Perkins

901 Palacio De Avila
Tampa, Florida 33613

Scott Merrill

901 Palacio De Avila
Tampa, Florida 33613

ARTICLE XI

By-Laws


The by-laws of this corporation may be made, altered, amended, or repealed, and new by-laws may be adopted from time to time, by a majority vote of the Board of Directors of this corporation.

ARTICLE XII

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the Board of Directors of this corporation present at any meeting duly called and convened.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation for the uses and purposes therein expressed this 30 day of April, 2012.



J. Randolph Taylor, Incorporator

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ROBERTO ALOMAR FOUNDATION, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of registered agent as prescribed by Sections 617.0501, Florida Statutes.

DATED this 30th day of April, 2012.

TK REGISTERED AGENT, INC.

By: 

J. Eric Taylor