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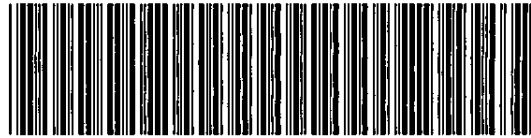
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5/21/12



LAW OFFICES OF

Randall K. Barton

7400 East Fort Worth Street | Broken Arrow, OK 74014 | rbarton@volentecapital.com | P: 918.200.1000

May 10, 2012

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

RE: Dr. Jose Regueiro Scholarship Foundation, Inc.

We have enclosed triplicate originals of the Articles of Incorporation for Dr. Jose Regueiro Scholarship Foundation, Inc. along with our fee of \$87.50 for filing fee, certified copy and certificate.

Please use the following for your records for communications and return documentation:

Maria C. Regueiro
4425 W. Jose Regueiro (20th) Ave.
Hialeah, Florida 33012
Daytime Telephone: 303.821.3333
Email address: mregueiro@mm.fnc.edu

Thank-you.

Law Offices of Randall K. Barton

Randall K. Barton

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
DR. JOSE REGUEIRO SCHOLARSHIP FOUNDATION, INC.**

12 MAY 18 PM 12:42

(A FLORIDA NON-PROFIT CORPORATION)

The undersigned, hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under Chapter 617, *Florida Statutes*, and to that end do hereby set forth the following:

ARTICLE I
NAME

The name of the corporation is DR. JOSE REGUEIRO SCHOLARSHIP FOUNDATION, INC. pending any change authorized by the Corporation's Board of Directors, its principal office and mailing address is 4425 W. Jose Regueiro (20th) Ave, Hialeah, Florida 33012.

ARTICLE II
ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 4425 W. Jose Regueiro (20th) Ave., Hialeah, Florida 33012, and the name of the Registered Agent of this Corporation at that address is Maria C. Regueiro.

ARTICLE III
PURPOSE

The Corporation shall be organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. To carry out this objective, the Corporation shall be authorized to carry out the following activities:

(a) to make gifts or grants to organizations that qualify as exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code or are governmental agencies, institutions or universities;

(b) to provide scholarship grants and assistance to students that may otherwise lack sufficient resources to enroll in and complete a post-secondary school degree;

(c) to sponsor, support and promote organizations that qualify as exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code;

(d) to sponsor, promote and undertake exclusively charitable and educational activities as an exempt organization under §501(c)(3) of the Code;

(e) to receive and administer funds and gifts made for charitable and community purposes and, to that end, take title to and hold by contract, bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal and mixed, without limitations as to amounts or value, except as such limitations may be imposed by law;

(f) to have the powers to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of said Corporation;

(g) to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a Non-Profit Corporation under the laws of the State of Florida as may be necessary for the furtherance of its purposes, all in accordance with its Bylaws or as the same may be hereafter modified or amended;

(h) to collect funds in furtherance of the Corporation's objectives, to prudently expend all funds received and disburse the net interest and other earnings that may be received in satisfaction of its operating expenditures and expenses and in support of meritorious projects which may further its objectives;

(i) no part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

(j) the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively to organizations that qualify under Section 509(a)(1) or (2) of the Code; and

(k) To perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and this charter.

ARTICLE IV **MEMBERSHIP**

The Corporation shall be organized as an entity without members.

ARTICLE V
INCORPORATORS

The names and addresses of the Incorporators of this Corporation are:

NAME	ADDRESS
Maria C. Regueiro	4425 W. Jose Regueiro (20 th) Ave. Hialeah, Florida 33012

ARTICLE VI
BOARD/OFFICERS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board, which shall elect a Chairman and Vice-Chairman of the Board and corporate officers as follows: President, Vice-President, Secretary and Treasurer, which officers and such other officers as are from time-to-time needed shall be provided for in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

ARTICLE VII
AMENDMENTS

The Articles of Corporation and Bylaws of this Corporation may be amended, altered or rescinded at any regular meeting or a special meeting of the membership of the Board of Directors, by a majority vote of the board membership present.

ARTICLE VIII
BYLAWS

Subject to any limitations set forth in the laws of Florida, the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE IX
TERM

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE X
DISTRIBUTION OF ASSETS

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In the event of dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of the Internal Revenue Code, or to the Federal, State or Local government for exclusive public use.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) an entity exempt from Federal Income Tax under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code or (b) an entity to which contributions are deductible under Section 170(c)(2) of the United States Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Code.

ARTICLE XI
DEFENSE AND INDEMNIFICATION
OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct."

IN WITNESS WHEREOF, the undersigned, being the subscribers of this Corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 14 day of May, 20 12.



Maria C. Regueiro, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Maria C. Regueiro, Registered Agent