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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION OF  
**WORLD UNITED FOUNDATION, INC.**  
A FLORIDA NONPROFIT CORPORATION

**ARTICLE I - NAME**

The name of the Corporation shall be WORLD UNITED FOUNDATION, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of the corporation is 1728 Coral Way Suite 600, Coral Gables, FL 33145 and the mailing address of the corporation is 1001 Brickell Bay Dr., Suite 1800, Miami, FL 33131.

**ARTICLE III - DURATION**

This corporation shall have a perpetual existence.

**ARTICLE IV - PURPOSE**

The purposes for which the Corporation is organized are:

- (1) To help poor and disabled children in the United States and throughout the world.
- (2) Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.
- (3) The purpose for which WORLD UNITED FOUNDATION is organized are exclusively charitable and/or educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- (4) Notwithstanding any of the above statements of purposes and powers, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- (5) No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

**ARTICLE V - DIRECTORS**

- (1) The manner in which the directors are appointed or elected is by a majority vote of the class of members entitled to vote, as set forth in the By-Laws of this corporation.

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(2) The names and addresses of the persons who are to serve as the initial directors are:

- a. Luis Isaias - 1728 Coral Way Suite 600, Coral Gables, FL 33145
- b. Andres Isaias - 1728 Coral Way Suite 600, Coral Gables, FL 33145
- c. Carlos Barba - 1728 Coral Way Suite 600, Coral Gables, FL 33145

(3) No part of the net earning of the corporation shall inure to the benefit of any officer, director or member of the corporation.

#### **ARTICLE VI – MEMBERSHIP**

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the By-Laws of this corporation.

#### **ARTICLE VII – BY- LAWS**

The By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed in whole or in part by the members or by the Directors in the manner provided therein. Any amendments to the By-Laws shall be binding on all members of this corporation.

#### **ARTICLE VIII – RESTRICTIONS**

(1) The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal laws.

(2) The corporation will not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code, or corresponding provisions of any later federal laws.

(3) The corporation will not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code, or corresponding provisions of any later federal laws.

(4) The corporation will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal laws.

(5) The corporation will not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any later federal laws.

#### **ARTICLE IX – DISSOLUTION**

This corporation shall be dissolved and its affairs wound up by a two thirds (2/3) vote of the corporation's voting members or when the objects for which this corporation is organized have been fully accomplished.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of the residual assets of

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the corporation exclusively for the stated purposes of the corporation in such manner, or to one or more organizations which themselves are exempt as organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, for such purposes or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.


**ARTICLE X - REGISTERED AGENT**

The name and address of the initial registered office and registered agent of the corporation is:

Marcell Felipe P.A.  
1001 Brickell Bay Drive, Suite 1800  
Miami, Florida 3313

*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.*

*Dated: June 29, 2012*

  
Marcell Felipe P.A., Registered Agent  
By: Marcell Felipe, Esq.

**ARTICLE XI - INCORPORATOR**

The name and address of the incorporator is as follows:

Marcell Felipe, Esq.  
1001 Brickell Bay Drive, Suite 1800  
Miami, Florida 33131

IN WITNESS WHEREOF, I have subscribed my name this 29<sup>th</sup> day of June, 2012.

  
Marcell Felipe, Esq.

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