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FLORIDA PROFIT/NON PROFIT CORPORATION  
MIAMI-DADE EXPLORATORY COMMITTEE, INC.

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SECRETARY OF STATE  
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**ARTICLES OF INCORPORATION  
OF  
MIAMI-DADE EXPLORATORY COMMITTEE, INC.**

These Articles of Incorporation are hereby made and acknowledged by the undersigned Incorporator, to be filed with the Secretary of State, State of Florida, for the purpose of forming a corporation not for profit in accordance with Chapter 617 of the Florida Statutes.

**ARTICLE I  
NAME AND ADDRESS**

(a) The name of the Corporation shall be **MIAMI-DADE EXPLORATORY COMMITTEE, INC.** (the "*Corporation*").

(b) The street and mailing address of the initial principal office of the Corporation shall be 2520 SW 22 Street, Suite 2-169, Miami, FL 33145.

**ARTICLE II  
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III  
PURPOSES; RESTRICTIONS**

(a) Subject to the restrictions set forth in paragraph (b), the general purposes for which the Corporation is organized exclusively for charitable, scientific, literary and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any subsequent Federal tax laws. More specifically, the main purpose of the Corporation is to foster international amateur sports competition, by promoting Miami as a host city for the Pan American Games, and to connect the Pan American region through these types of sports and help create a legacy in our community through international competition.

(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director or Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

(2) No Member, Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(3) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall

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not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(5) Despite any other provision of these Articles or Florida law, the Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code.

**ARTICLE IV**  
**POWERS**

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

**ARTICLE V**  
**MEMBERS**

(a) The Corporation shall have one class of Members.

(b) The rights of Members, and the qualification and designation of Members, shall be as set forth in the Bylaws of the Corporation.

**ARTICLE VI**  
**DIRECTORS**

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed by, a Board of Directors.

(b) The names and addresses of the initial members of the Board of Directors of the Corporation are as follows:

- (1) Ralph A. Garcia-Toledo  
2520 SW 22nd Street, Suite 2-169  
Miami, FL 33145
- (2) Marcelo Llorente  
801 Arthur Godfrey Road  
Miami Beach, FL 33140
- (3) Rodney Barreto  
235 Catalonia Avenue  
Coral Gables, FL 33134

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(c) The manner in which future Directors are to be elected or appointed shall be as set forth in the Bylaws of the Corporation. The number of Directors may be increased or decreased in the manner provided in the Bylaws of the Corporation, but the Corporation shall always have at least three (3) Directors.

**ARTICLE VII**  
**INDEMNIFICATION**

Every person who now is or hereafter shall be a Director, Officer, or Member of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding of whatever nature to which he or she is or shall be made a party by reason of his or her being or having been a Director, Officer, or Member of the corporation (whether or not he or she is a Director, Officer, or Member of the corporation at the time he or she is made a party to such action, suit or proceeding or at the time such cost or expense is incurred by or imposed upon him or her), except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duties as such Director, Officer, or Member. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

**ARTICLE VIII**  
**BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Directors of the Corporation. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors, except as otherwise provided in the Bylaws.

**ARTICLE IX**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law.

**ARTICLE X**  
**DISSOLUTION**

Upon the dissolution of the Corporation or the winding up of its affairs, the remaining assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the

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principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI**  
**REGISTERED OFFICE AND REGISTERED AGENT**

(a) The street address of the Corporation's initial registered office is 515 E. Park Avenue, Tallahassee, FL 32301.

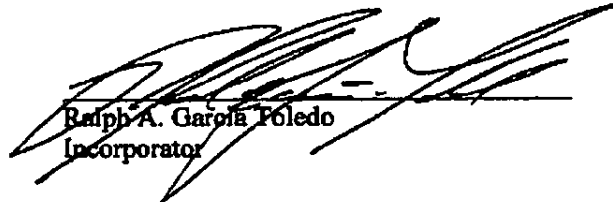
(b) The name of the Corporation's initial registered agent at that address is NRAI Services, Inc.

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the Incorporator of the Corporation is as follows:

Ralph A. Garcia-Toledo  
2520 SW 22nd Street, Suite 2-169  
Miami, FL 33145

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on Nov. 8, 2012.

  
Ralph A. Garcia Toledo  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE**

Having been named registered agent, to accept service of process for the above stated Corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0502, Florida Statutes.

Registered Agent:  
NRAI Services, Inc.

By: Katie Wonsch  
Print Name: Katie Wonsch  
Title: Assistant Secretary

Date: November 8, 2012

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