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FLORIDA PROFIT/NON PROFIT CORPORATION
Technology Innovation Foundation of the Americas, Inc

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
TECHNOLOGY INNOVATION FOUNDATION OF THE AMERICAS, INC.
(a Florida Corporation Not For Profit)**

**ARTICLE I
Name**

The name of this Corporation is TECHNOLOGY INNOVATION FOUNDATION OF THE AMERICAS, INC. (hereinafter called the "Corporation").

**ARTICLE II
Corporate Nature**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III
Address**

The address of the principal office and the mailing address of the Corporation shall be as follows:

501 Brickell Key Drive, Suite 200
Miami, FL 33131

**ARTICLE IV
Duration**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE V
Purposes**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), by conducting or supporting activities for the benefit of, to perform the functions of, or to carry out the purposes of Technology Foundation of the Americas, Inc., a Florida not-for-profit corporation organized to be exempt from federal income taxation under Section 501(c)(6) of the Code ("TFA"). In addition, the Corporation may also from time to time make distributions to other entities that are exempt from federal income taxation under Section 501(c)(3) of the Code and that further the exempt purposes of both the Corporation and TFA. If TFA ceases to be a "qualified organization" (a "qualified organization" is any organization described in Sections 509(a)(1) or (a)(2) of the Code), the Corporation shall

be operated exclusively for the benefit of, to perform the function of, or to carry out the purposes of one or more qualified organizations as shall be selected by the Board of Directors of the Corporation that further the exempt purposes of both the Corporation and TFA.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes.

ARTICLE VI

Powers

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- (v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

ARTICLE VII

Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with

applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

ARTICLE VIII

Members

The Corporation shall have one member. The member is Technology Foundation of the Americas, Inc., a Florida corporation, whose address is 501 Brickell Key Drive, Suite 200, Miami, FL 33131. The member has consented to these Articles of Incorporation of the Corporation.

ARTICLE IX

Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X

Restrictions

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, 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 V hereof.

B. No 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 or engage in political activities of any kind.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code, or corresponding sections of any future federal tax code.

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ARTICLE XI

Registered Office; Registered Agent


The street address of the Corporation's registered office in the State of Florida is c/o Greenberg Traurig, PA, 5100 Town Center Circle, Suite 400, Boca Raton, FL 33486, and the name of its registered agent at such office is Robert J. Robes

ARTICLE XII

Incorporator

The name and address of the sole incorporator is Robert J. Robes, Greenberg Traurig, P.A., 5100 Town Center Circle, Suite 400, Boca Raton, FL 33486.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 14th day of May, 2013.


Robert J. Robes, Incorporator

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

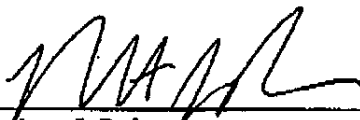
WITNESSETH:

That, Technology Innovation Foundation of the Americas, Inc., desiring to organize under the laws of the State of Florida, has named Robert J. Robes, located at c/o Greenberg Traurig, P.A., 5100 Town Center Circle, Suite 400, Boca Raton, FL 33486, 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 the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 14th day of May, 2013



Robert J. Robes