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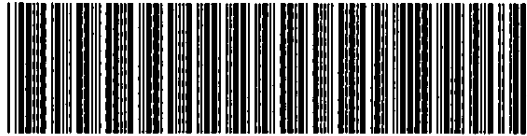
(Business Entity Name)

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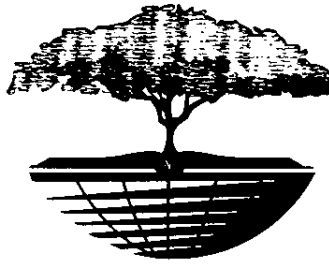


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



EDELSTEIN LAW FIRM
CORAL GABLES - FLORIDA

September 24, 2013

STEVEN A. EDELSTEIN
MARY LOU EDELSTEIN
SONIA WILCZEWSKI

FREDERICK WOODBRIDGE, JR.
P. TRISTAN BOURGOIGNIE
OF COUNSEL

FLORIDA SECRETARY OF STATE
CORPORATE DIVISION
CERTIFICATION SECTION
P.O. Box 6327
Tallahassee, FL 32314

RE: *CORAL GABLES INTERNATIONAL AFFAIRS FOUNDATION, INC.*

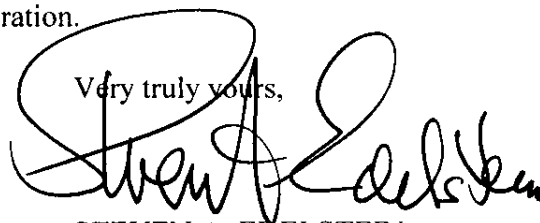
Dear Sir or Madam,

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the *CORAL GABLES INTERNATIONAL AFFAIRS FOUNDATION, INC.*, to be filed as a Florida Not-for-Profit corporation, together with our Check number 8423, in the amount of \$70.00, representing the filing fee for same.

Please provide our offices with a filed copy of the Articles of Incorporation.

Thank you for your courtesy and cooperation.

Very truly yours,



STEVEN A. EDELSTEIN

SAE:se

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 30, 2013

EDELSTEIN LAW FIRM
ATTN: STEVEN A EDELSTEIN
1200 ANASTASIA AVENUE, SUITE 410
CORAL GABLES, FL 33134

SUBJECT: CORAL GABLES INTERNATIONAL AFFAIRS FOUNDATION, INC.
Ref. Number: W13000054213

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RECEIVED

We have received your document for CORAL GABLES INTERNATIONAL AFFAIRS FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles must be in numeric order. You have Article V listed twice. Remove the drivers license from the document.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 913A00022925

**ARTICLES OF INCORPORATION
OF
CORAL GABLES INTERNATIONAL AFFAIRS FOUNDATION, INC.**

The undersigned, for the purpose of forming a not for profit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: CORAL GABLES INTERNATIONAL AFFAIRS FOUNDATION, INC.

ARTICLE II

DURATION

The duration (term) of the Corporation is perpetual, unless dissolved according to law.

ARTICLE III

PURPOSES

The Corporation is organized, and shall be operated exclusively for the following purposes:

A. The Corporation is organized to promote greater international understanding between the citizens and residents of the City of Coral Gables, Florida and citizens and residents of other cities, states, and countries with whom the City of Coral Gables has established relationships; and to facilitate cultural, educational, artistic, exchanges between citizens and residents of the City of Coral Gables, Florida, and citizens and residents of such other cities, states, and countries, by: (1) promoting visual and performing arts, through exhibits and performances, including music, cinema,

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theater, and through various media, including radio and television, lectures, exhibits, and presentations, which exhibits and performances will be presented free or at a minimal charge to cover the cost of such events; (2) sponsoring lectures, exhibitions and presentations on the history, culture, and customs of Coral Gables, Florida, and of such other cities, states, and countries; (3) disseminating cultural and educational information to all citizens and residents of the City of Coral Gables, Florida, and to the citizens and residents of such other cities, states, and countries; and (4) encouraging exchanges of faculty, students, and educational administrators between universities and schools located in the City of Coral Gables, Florida, and universities and schools located in such other cities, states, and countries; and such purposes being within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended [the "Code"] including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Revenue Law).

B. The Corporation is also organized to assist the City of Coral Gables International Affairs Coordinating Council, with accomplishing its goals of fostering the relationships that it has established with the "Sister Cities" that it has entered into agreements with, as set forth in the above Paragraph "A".

C. The Corporation is also organized to do any other act or thing necessary, incidental to, or connected with the purposes outlined in the above Paragraphs "A" and "B", such purposes being within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended [the "Code"] including, for such purposes, the making of distributions to organizations that qualify

CORAL GABLES INTERNATIONAL AFFAIRS FOUNDATION, INC.
ARTICLES OF INCORPORATION

as exempt organizations under Section 501 (c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

D. This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to or for the benefit of or be distributable to its Members, 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 III hereof. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501 (c)(3) of the Code, and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not 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 Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

E. This Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

CORAL GABLES INTERNATIONAL AFFAIRS FOUNDATION, INC.
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ARTICLE IV

MEMBERS

The Corporation shall have one class of Members, each of who shall have all the rights and privileges of members of the Corporation. The number of Members may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The qualifications for and other matters relating to Members shall be as set forth in the Bylaws of the Corporation. The name and address of each initial Member is as follows:

STEVEN A. EDELSTEIN, ESQUIRE
EDELSTEIN LAW FIRM
1200 Anastasia Avenue - Suite 410
Coral Gables, FL 33134

ANDREW GOMEZ, PhD
Gables One Tower
1320 S. Dixie Highway - Suite 260
Coral Gables, FL 33146

MARY YOUNG
1115 Country Club Prado
Coral Gables, FL 33134

ARTICLE V

BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3), nor more than fifty (50). The Members shall elect the Directors for three-year terms. The

CORAL GABLES INTERNATIONAL AFFAIRS FOUNDATION, INC.
ARTICLES OF INCORPORATION

Bylaws of the Corporation may provide for *ex officio Directors* and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

ARTICLE VI

OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Directors (and may be removed by the Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
STEVEN A. EDELSTEIN	1200 Anastasia Avenue - Suite 410 Coral Gables, FL 33134	PRESIDENT
ANDREW GOMEZ, PhD	1320 S. Dixie Highway - Suite 260 Coral Gables, FL 33146	SECRETARY
MARY YOUNG	1115 Country Club Prado Coral Gables, FL 33134	TREASURER

ARTICLE VII

INITIAL REGISTERED OFFICE

The street address of the initial principal office and registered office of the Corporation is:
% EDELSTEIN LAW FIRM, 1200 Anastasia Avenue - Suite 410, Coral Gables, Florida 33134.

CORAL GABLES INTERNATIONAL AFFAIRS FOUNDATION, INC.
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ARTICLE VIII

INITIAL REGISTERED AGENT

The Registered Agent of the Corporation is STEVEN A. EDELSTEIN, Esquire, whose address is: EDELSTEIN LAW FIRM, 1200 Anastasia Avenue - Suite 410, Coral Gables, Florida 33134.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is STEVEN A. EDELSTEIN, Esquire, EDELSTEIN LAW FIRM, 1200 Anastasia Avenue - Suite 410, Coral Gables, Florida 33134., U.S.A.

ARTICLE X

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XI

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from

CORAL GABLES INTERNATIONAL AFFAIRS FOUNDATION, INC.
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time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XII

NONSTOCK BASIS

This Corporation is organized on a non-stock basis. This Corporation shall not issue shares of stock.

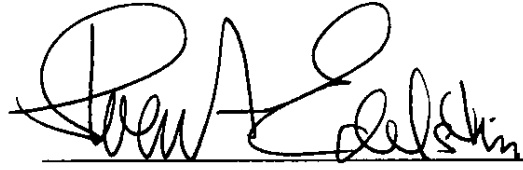
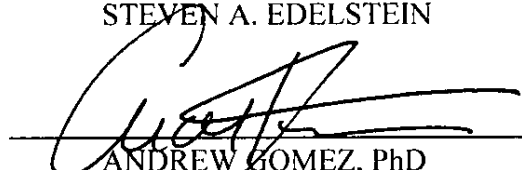
ARTICLE XIII

DISSOLUTION

Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) of the Code as an exempt organization, to be used exclusively for the exempt purposes, as described in Article VII hereof. In the event that, for any reason, upon dissolution of the Corporation the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Chief Judge of the Circuit Court of the Eleventh Judicial Circuit in and for Dade County, Florida, U.S.A., or any other Circuit Court Judge so designated by the Chief Judge, shall make such distribution, exclusively upon the application of one or more persons having a real interest in the Corporation or its assets.

CORAL GABLES INTERNATIONAL AFFAIRS FOUNDATION, INC.
ARTICLES OF INCORPORATION


In Witness Whereof, the undersigned have signed these Articles of Incorporation on this
13th day of September, 2013.


STEVEN A. EDELSTEIN

ANDREW GOMEZ, PhD

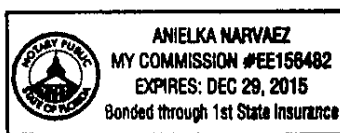
STATE OF FLORIDA :
COUNTY OF DADE : SS

Before Me the undersigned authority, personally appeared STEVEN A. EDELSTEIN, Esquire, to me well known, or who has produced personally known as identification, and who is the person described in and who executed the foregoing instrument, and severally acknowledged to and before me that He/She executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 13th day of September, 2013, in the County and State aforesaid.


NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



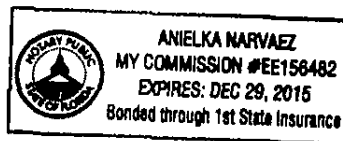
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ARTICLES OF INCORPORATION

STATE OF FLORIDA :
COUNTY OF DADE : SS

Before Me the undersigned authority, personally appeared ANDREW GOMEZ, PhD, to me well known, or who has produced FL drivers license as identification, and who is the person described in and who executed the foregoing instrument, and severally acknowledged to and before me that He/She executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 13th day of Sept, 2013, in the County and State aforesaid.



Anielka Narvaez
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CORAL GABLES INTERNATIONAL AFFAIRS FOUNDATION, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 13 day of September, 2013.

Steven A. Edelstein
STEVEN A. EDELSTEIN, Esquire
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