

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
CAMI FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION
OF
CAMI FOUNDATION, INC.**

The undersigned, acting as the Incorporator of CAMI FOUNDATION, INC. under Chapter 617 of the Florida Statutes, submits the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be CAMI FOUNDATION, INC. (the "Corporation").

**ARTICLE II
INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal place of business and mailing address of the Corporation shall be:

200 S. Biscayne Blvd.
Suite 800
Miami, Florida 33131

**ARTICLE III
DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation.

**ARTICLE IV
INCORPORATOR**

The name and street address of the incorporator are:

Michael A. Dribin, Esq.
c/o 200 S. Biscayne Blvd.
Suite 800
Miami, Florida 33131

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ARTICLE V
PURPOSES

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986¹, as amended. In furtherance of such purposes, the Corporation shall be authorized only:

(a) To promote, support, and engage in activities carried on for charitable purposes, by the direct conduct of such activities and by making grants to other organizations engaged in charitable activities, specifically including, but not limited to providing, supporting and/or otherwise making available educational opportunities for students.

(b) To do all acts and things requisite, necessary, proper and desirable to engage in any and all activities permitted pursuant to Chapter 617 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) and to the other limitations provided in these Articles of Incorporation.

ARTICLE VI
MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII
DIRECTORS

Subject to the powers reserved to the members in the bylaws of the Corporation, all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of Directors shall not be less than three and shall have a maximum number as provided in the bylaws.

¹ Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

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described in Article V above, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the 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
AMENDMENTS TO BYLAWS

The power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the directors in accordance with and subject to the provisions of the bylaws.

ARTICLE XII
AMENDMENTS TO ARTICLES OF INCORPORATION

The power to adopt, alter, amend, or repeal any provision of these Articles of Incorporation shall be vested in the directors, in accordance with and subject to the provisions of the bylaws.

ARTICLE XIII
REGISTERED AGENT

The street address of the initial registered office of the Corporation is 200 S. Biscayne Boulevard, Suite 800, Miami, Florida 33131. The name of the initial registered agent of the Corporation at that address, who is authorized to receive service of process is Law Center of the Americas, LLC.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of this 24th day of October, 2013.



Michael A. Dribin, Esq.

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

That CAMI FOUNDATION, INC. desiring to organize under the laws of the State of Florida, has named Martin Pico as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced Corporation at 200 S. Biscayne Boulevard, Suite 800, Miami, Florida 33131 the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 24th day of October, 2013.

LAW CENTER OF THE AMERICAS, LLC

By: 

Name: Steven H. Hagen

Title: Vice President

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