

N14000002456

(Requestor's Name)

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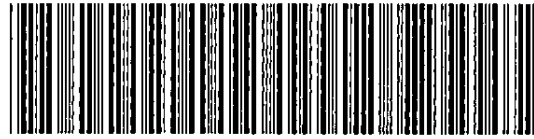
(Business Entity Name)

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2014 MAR 12 AM 9:30

UH



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 997678 7974973

AUTHORIZATION :

*Squibb*

COST LIMIT : \$ 70.00

ORDER DATE : February 7, 2014

ORDER TIME : 8:59 AM

ORDER NO. : 997678-001

CUSTOMER NO: 7974973

DOMESTIC FILING

NAME: WIIBII FOUNDATION, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- \_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP
- \_\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- \_\_\_\_\_ CERTIFIED COPY
- XX PLAIN STAMPED COPY
- \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 52956

EXAMINER'S INITIALS: \_\_\_\_\_

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## ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME** The name of the corporation shall be: WIIBII FOUNDATION INC

### **ARTICLE II PRINCIPAL OFFICE**

Principal street address:

104 Crandon Blvd.

Suite 421 B

Key Biscayne, FL 33149

Mailing address, if different is:

**ARTICLE III PURPOSE** The purpose for which the corporation is organized is:

This Corporation is a Nonprofit membership corporation, organized and operated exclusively for scientific, educational, and charitable purposes as defined by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to provide concrete solutions for issues like:

- a) climate change
- b) education
- c) health
- d) food

More particularly, to conduct programs and activities, sponsor research, sponsor promotions, raise funds, request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; or acquire, receive hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal, etc.

The Corporation shall have all powers now or hereafter granted by law, and all powers lawfully necessary or required to carry out its purposes, either alone or in cooperation with others, subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws.

All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code, or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. The Corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed: as provided for in the bylaws.

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: HECTOR MIGUEL MORO, DIRECTOR

Address: 104 CRANDON BLVD.  
SUITE 421 B  
KEY BISCAYNE FL 33149

Name and Title: PAMELA LOMBARDIA ROMAY, DIRECTOR

Address: 104 CRANDON BLVD.  
SUITE 421 B  
KEY BISCAYNE FL 33149

Name and Title: ADELA INES ALONSO, DIRECTOR

Address: 104 CRANDON BLVD.  
SUITE 421 B  
KEY BISCAYNE FL 33149

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Corporation Service Company

Address: 1201 Hays Street  
Tallahassee, FL 32301

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: PAMELA LOMBARDIA ROMAY  
Address: 104 CRANDON BLVD, SUITE 421 B  
KEY BISCAYNE FL 33149

**ARTICLE VIII TERMS OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE IX DISSOLUTION CLAUSE**

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such a manner as the Board of Directors may determine, or shall distribute such assets to such organization or organizations organized and operated exclusively for charitable, educational,

scientific or literary purposes, which shall at the time qualify as exempt under Section 501(c)(3) of the Code as the Board of Directors may determine.

**ARTICLE X CONFLICT OF INTEREST**

The conflict of interest policy of this Nonprofit Corporation will be established in their bylaws, however as a general rule the purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction.

No member of this Nonprofit Corporation or any of its officers, board members, committee members, staff, volunteers, interns or consultants shall derive any personal advantage or improper benefit, directly or indirectly, by reason of his or her participation with this Nonprofit Corporation. Each individual shall disclose to this Nonprofit Corporation any personal interest he or she may have in any matter pending before and shall refrain from participation in any decision on such matter.

**ARTICLE XI AMENDMENTS TO ARTICLES OF INCORPORATION**

This Nonprofit Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Amendments to the Articles of Incorporation must be adopted by an absolute majority vote of the Board of Directors at any board meeting called for that purpose.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Corporation Service Company

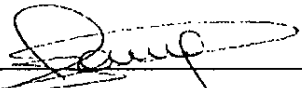
By: 

Sue G. Knight  
Assistant Vice President 3-12-2014

Required Signature of Registered Agent

Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*



3-7-2014

Required Signature of Incorporator

Date

PAMELA LOMBARDIA ROMAY, INCORPORATOR

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DIVISION OF CORPORATIONS  
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