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FUNDACION ZALDIVAR INC

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**ARTICLES OF INCORPORATION
OF
FUNDACION ZALDIVAR INC**
A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

- A. **NAME OF CORPORATION:** The name of the corporation is **FUNDACION ZALDIVAR INC**
- B. **PRINCIPAL OFFICE:** The principal office of the corporation is located at 4649 Ponce de Leon Blvd. Ste. 404 Coral Gables, Florida 33146
- C. **MAILING ADDRESS:** The mailing address of the corporation is SAME AS ABOVE
- D. **REGISTERED AGENT:** The name of the registered agent of the corporation is Alberni Caballero & Company, LLP. The address of this registered agent is 4649 Ponce de Leon Blvd. Ste. 404, Coral Gables, Florida 33146.
- E. **DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.
- F. **BOARD OF DIRECTORS:** The names and addresses of the persons who are the initial trustees of the corporation are as follows The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.
1. Roberto Zaldivar - D
 2. Roger Zaldivar - D
 3. Julieta Gaibazzi - D
- G. **INCORPORATORS:** The name and address of the incorporator is: Alberni Caballero & Company, 4649 Ponce De Leon Blvd. STE. 404 Coral Gables, Florida 33146
- H. **CORPORATE PURPOSES:** The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:
1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."
 2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on

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propaganda, or otherwise attempting to influence legislation.

3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

I. 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these 7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The Zaldivar Foundation's mission is providing eye care for children and adults who do not have medical coverage. The care consists of tasks of prevention, promotion, detection, diagnosis, treatment and follow-up of their Visual pathologies

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section

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4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 15 day of April, 2014.



Alberni Caballero & Co., LLP - Nestor Caballero

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Fundacion Zaldivar Inc. a Florida not for profit corporation.



Nestor Caballero,
Alberni Caballero & Company, LLP
4649 Ponce De Leon Blvd. Ste. 404
Miami, Florida 33146

Date: 4/15/14

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May 1, 2014

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Division of Corporations

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

Tyrone Scott
Regulatory Specialist II
New Filings Section

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April 23, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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Tyrone Scott
Regulatory Specialist II
New Filings Section

FAX Aud. #: H14000095915
Letter Number: 214A00008691

P.O BOX 6327 - Tallahassee, Florida 32314



April 23, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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Tyrone Scott
Regulatory Specialist II
New Filings Section

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