

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6317
Tallahassee, FL 32314

SUBJECT: Humboldt Foundation Group Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jose Vasquez
Name (Printed or typed)

4000 West Flagler St.
Address

Miami, FL 33134
City, State & Zip

786-229-6919
Daytime Telephone number

teresa@npti.com
E-mail address (to be used for future annual report notifications)

NOTE: Please provide the original and one copy of the articles.

Articles of Incorporation

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

Humboldt Group Foundation, Inc.

(approved 2/15/2015)

The undersigned incorporator(s), a natural person 18 years of age or older, in order to form a corporate entity adopts the following articles of incorporation.

ARTICLE I

NAME/REGISTERED OFFICE & PRINCIPAL ADDRESS

The name of this corporation shall be **Humboldt Group Foundation, Inc.**, located at:

4000 West Flagler Street
Miami, Florida 33134

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ARTICLE II

PURPOSE

This corporation is organized exclusively for charitable educational purposes more specifically it is dedicated to inspire individuals to transform themselves, their industries and their communities by offering them diverse educational and learning resources that are innovative and lead to long lasting impacts.

To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

EXEMPTION REQUIREMENTS

At all times shall the foundation operate as conditions restricting the operations and activities of the corporations:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the

corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE IV

DURATION: The duration of the corporate existence shall be perpetual.

ARTICLE V

MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is 3 to 5, their names and addresses being as follows:

President: Jose Vazquez
4000 West Flagler Street, Miami, Florida 33134

Director: Maria Teresa De Leon
4000 West Flagler Street, Miami, Florida 33134

Director: Javier F. Garcia
4000 West Flagler Street, Miami, Florida 33134

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Members of the first Board of Directors shall serve 2 year terms and their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI

PERSONAL LIABILITY

No officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII

DISSOLUTION

Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VIII

INCORPORATOR(S)

The incorporator of this corporation is:

President: Jose Vazquez
4000 West Flagler Street, Miami, Florida 33134

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

Required Signature of Registered Agent
Jose Vazquez
4000 West Flagler Street, Miami, Florida 33134

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. The undersigned incorporator certifies that he executes these articles for the purposes herein stated.

Signature (Name)

3/12/15

Date

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