

1/25/2016

H16000020801

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16 JAN 25 AM 10:00

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FLORIDA PROFIT/NON PROFIT CORPORATION

Embraer Foundation, Inc.

Certificate of Status	1
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H160000205427

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

(A FLORIDA NOT-FOR-PROFIT CORPORATION)

ARTICLE I

Name

The name of this Corporation shall be Embraer Foundation, Inc. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation shall be 276 Southwest 34th Street, Fort Lauderdale, FL 33315.

ARTICLE III

Purpose

The Corporation is a not-for-profit corporation, organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future federal tax code.

ARTICLE IV

Board of Directors

The manner in which the Board of Directors are elected or appointed shall be as stated in the Bylaws of the Corporation. The initial Board of Directors shall consist of the following three (3) persons:

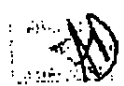
Frederico Curado
Gary Spulak
Mauricio Aveiro

ARTICLE V

Members

The sole member of the Corporation shall be Embraer Aircraft Holding, Inc.

16 JAN 25 AM 10:00



ARTICLE VI

Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VII

Restrictions

A. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind.

B. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code, as amended, or corresponding sections of any future federal tax code.

C. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future federal tax code.

D. The Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding section of any future federal tax code.

ARTICLE VIII

Limitations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes.



ARTICLE IX
Registered Office; Registered Agent

The street address of the Corporation's registered office in the State of Florida is 11380 Prosperity Farms Road, Suite 221E, Palm Beach Gardens, FL 33410 and the name of its registered agent at such office is Corporate Creations Network, Inc.

ARTICLE X
Incorporator

Corporate Creations Network Inc.
by: Jessica Morales, Special Secretary

The name and address of the sole incorporator is Gary Spulak, c/o of Embraer Aircraft Holding, Inc., 276 Southwest 34th Street, Fort Lauderdale, FL 33315.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 19th day January, 2016.

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.


Gary Spulak, Incorporator

