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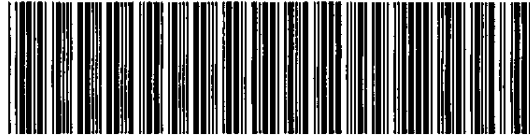
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FILED
16 FEB -5 PM 2:38
TALLAHASSEE, FLORIDA

CF 2/18/16

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: TENNIS FOR COLOMBIA FOUNDATION 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: IVAN OCHOA

Name (Printed or typed)

5040 NW 7 STREET, SUITE 690

Address

MIAMI, FL 33126

City, State & Zip

305-715-9920

Daytime Telephone number

daniel@compliancepartners.us

E-mail address: (to be used for future annual report notification)

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

16 FEB -5 PM 2:38

FILED

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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16 FEB -5 PM 2:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 25, 2016

IVAN OCHOA
5040 NW 7 STREET
SUITE 690
MIAMI, FL 33126

SUBJECT: TENNIS FOR COLOMBIA FOUNDATION INC
Ref. Number: W16000005055

We have received your document for TENNIS FOR COLOMBIA FOUNDATION INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 416A00001595

RECEIVED
16 FEB -5 AM 10:31
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TENNIS FOR COLOMBIA FOUNDATION INC
(A Florida Corporation, not for profit)**

FILED
16 FEB -5 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendment to its entire Articles of Incorporation:

ARTICLE I – NAME

The name of this not for profit corporation is:

TENNIS FOR COLOMBIA FOUNDATION INC

ARTICLE II – ADDRESS

The principal place of business and mailing address is:

260 W. Mashta Drive
Key Biscayne, Fl 33149

ARTICLE III – DURATION AND EFFECTIVE DATE

This corporation shall have perpetual existence until dissolved by due process of law.
The effective date of this corporation shall be the date these articles of incorporation are filed.

ARTICLE IV – PURPOSE

This corporation is organized for the purpose of operating as a scientific, charitable, and educational not for profit organization 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 providing the following services:

1. To provide personal, social, and athletic development to personas interested in the sport of tennis, be they Colombian nationals or not.
2. To organize and fund tennis events such as tournaments, matches, conferences and workshops.
3. To offer educational opportunities and scholarships to persons with athletic ability so that they may pursue technical and professional degrees furthering the promotion of the sport of tennis.
4. To form alliances with accredited educational institutions to promote the sport of tennis
5. To provide sports equipment, training, and facilities to low income persons so that they may pursue the sport of tennis.
6. 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, associations, trusts, institutions, foundations, or governmental entities,

7. Any other activities allowed under the above Code section.

ARTICLE V – Activities Not Permitted

Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal 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, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or any other corresponding provisions of any future United States Internal Revenue Law.

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.

ARTICLE VI –REGISTERED AGENT

The name of the registered agent of this corporation is:

Corporaciones USA Inc

ARTICLE VII – REGISTERED OFFICE

The street address of the registered office of this corporation is:

5040 NW 7 Street, Suite 690
Miami, FL 33126

ARTICLE VIII –BOARD OF DIRECTORS

The name and address of the Board of Directors of this corporation are:

1. Juan Carlos Varela, 260 W. Mashta Drive, Key Biscayne, FL 33149
2. Ivan Ochoa, 55 SE 6 Street, Apt 1407, Miami, FL 33131
3. Andres Bonett, 18000 North Bay Shore Drive, Apt 1814, Miami, FL 33132

ARTICLE IX – DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of this corporation shall inure to the benefit of any Member, Director, or Officer of this Corporation or any private individual (except that reasonable

compensation may be paid for services rendered to or for this Corporation affecting one or more of its purposes) and no Member, Director, or Officer of this Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of this Corporation.

In the event of dissolution, the residual assets of this Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public 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. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X – MANAGEMENT OF CORPORATE AFFAIRS

- (A) **Board of Directors.** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. This Corporation shall have three (3) Directors initially. The number of Directors of this Corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The initial Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held. The method of selection of Directors is stated in the Bylaws of this Corporation. Directors elected at the first annual meeting and at all times thereafter, shall serve for a term of one year or until the first annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the Corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this Corporation shall be prima facie evidence of such authority.
- (B) **Corporate Officers.** The Board of Directors shall elect the following officers: President (CEO), Vice President, Treasurer (CFO), and Secretary and such other officers as the Bylaws of this corporation may authorize, from time to time, the

Directors to elect. The initial Officers of this Corporation and their address, until changed by the Board of Directors, are:

President:	Ivan Ochoa, 55 SE 6 Street, Apt 1407, Miami, FL 33131
Secretary:	Andres Bonett, 18000 North Bay Shore Drive, Apt 1814, Miami, FL 33132
Treasurer:	Juan Carlos Varela, 260 W. Mashta Drive, Key Biscayne, FL 33149

(C) Incorporator: The incorporator is Ivan Ochoa with the following business address:
55 SE 6 Street, Apt 1407, Miami, FL 33131.

ARTICLE XI – BYLAWS

The Board of Directors of this Corporation may provide such Bylaws for the conduct of the business of this Corporation and the carrying out of its purpose as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not For Profit Law of Florida concerning corporate action that must be authorized or approved by Members of this Corporation.

ARTICLE XII – INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of this Corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to such he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE XIII – MEMBERSHIP


The membership of this corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of this corporation. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of this Corporation only. The authorized number of the Members of this Corporation, the different classes of membership, the property, voting and other rights and privileges of members, and their

liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE XIV - AMENDMENTS

An amendment to these Articles of Incorporation may be proposed by any Member of this Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.


The undersigned Officer and Director has executed these Articles of Incorporation this 2nd day of October, 2015 after the affirmative vote of all the Board of Directors at a meeting conveyed on this date.



Ivan Ochoa,
President & Director
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been appointed as Registered Agent for the above named corporation, hereby consents to said appointment and agrees to serve as same for said corporation, this 2nd day of October, 2015.



Daniel Hurtado, CPA
President
Corporaciones USA Inc
Registered Agent

FILED
16 FEB - 5 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA