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**FLORIDA PROFIT/NON PROFIT CORPORATION
THE JUAN GABRIEL FOUNDATION, INC.**

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE JUAN GABRIEL FOUNDATION INC.

A Florida Not-For-Profit Corporation

The undersigned incorporator hereby files these articles of incorporation (the "Articles of Incorporation") in order to form a not-for-profit corporation (the "Corporation") pursuant to Florida Statutes Chapter 617, as amended.

ARTICLE I - NAME

The name of the Corporation is:

THE JUAN GABRIEL FOUNDATION INC.

ARTICLE II - PRINCIPAL ADDRESS

The street address and mailing address of the initial principal office of the Corporation is:

200 S. Biscayne Blvd.
Suite 4100 (FER)
Miami, Florida 33131

ARTICLE III - PURPOSE

A. The Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future applicable federal tax laws.

B. No substantial 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, any political campaign (including the publication or distribution of statements) on behalf of (or in opposition to) any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV - MANAGEMENT OF CORPORATE AFFAIRS AND
ELECTION OF DIRECTORS

A. The business and affairs of the Corporation shall be managed by a Board of Directors.

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B. The number of members of the Board of Directors of the Corporation shall not be less than three (3). Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws of the Corporation.

C. Directors shall be elected, removed, and shall hold office as provided in the Bylaws.

ARTICLE V - REGISTERED AGENT AND OFFICE

The name and Florida street address of the initial registered agent of the Corporation are:

CORPORATION COMPANY OF MIAMI
200 S. Biscayne Blvd.
Suite 4100 (FER)
Miami, Florida 33131

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation are:

Francis E. Rodriguez, Esq.
Shutts & Bowen LLP
200 S. Biscayne Blvd.
Suite 4100 (FER)
Miami, Florida 33131

ARTICLE VII - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to religious, charitable, scientific, literary, or educational purposes, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member or officer of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes as set forth in Article III hereof, and no member or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation provided, however, that the Corporation may confer benefits in the form of distributions upon dissolution or otherwise in the manner set forth in Article VIII hereof.

ARTICLE VIII - DISTRIBUTION OF ASSETS

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 such organization or organizations organized and operating exclusively for religious, charitable, scientific, literary, or educational purposes, which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or corresponding provisions of any prior or future Code or to the federal, state or local government exclusively for public purposes.

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ARTICLE IX - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the majority vote of the Directors in accordance with the procedures set forth in Chapter 617 of the Florida Statutes, as amended. The Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any Director or officer of the Corporation or any other person to share in any of the Corporation's assets.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 2nd day of February 2017.

INCORPORATOR:


Francis E. Rodriguez

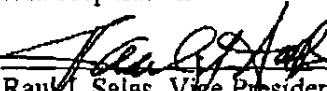
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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for **THE JUAN GABRIEL FOUNDATION INC.** at the address designated in these Articles of Incorporation pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, Florida Statutes.

Date: February 2, 2017.

CORPORATION COMPANY OF MIAMI,
a Florida corporation

By: 
Raul J. Salas, Vice President

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