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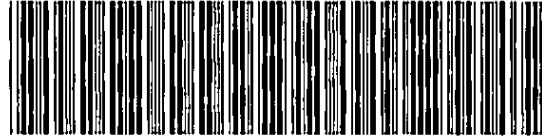
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 28, 2017

OCTAVIO RODRIGUEZ  
31 SE 5TH STREET #301  
MIAMI, FL 33131 US

SUBJECT: UNIVERSIDAD MONTEA VILA FOUNDATION, CORP  
Ref. Number: W17000101984

We have received your document for UNIVERSIDAD MONTEA VILA FOUNDATION, CORP and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible or incomplete please resend a legible copy.

Please return 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.

JUAN A REYES  
Regulatory Specialist II

Letter Number: 817A00026237

*Delivered*  
*1/13*

Pursuant to §.617.0202, of the laws of the State of Florida, the undersigned do hereby

submit these Articles of Incorporation for the purpose of organizing a non-profit corporation.

**ARTICLE 1**  
**Name**

The name of the corporation is: **UNIVERSIDAD MONTEAVILA FOUNDATION, Corp** (the "**Corporation**")

**ARTICLE 2**  
**Place of Business**

The initial principal office and mailing address of the Corporation shall be:

31 SE 5th Street, Suite 301  
Miami, FL 33131

**ARTICLE 3**  
**Existence**

The Corporation shall have perpetual existence.

**ARTICLE 4**  
**Effective Date**

The effective date of incorporation shall be: January 1st, 2018

**ARTICLE 5**  
**Type of non-profit corporation**

The Corporation is not for profit and a Public Benefit Corporation

**ARTICLE 6**  
**Purpose**

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including the making of charitable contributions to organizations that are exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will aim to bring together all those interested in promoting through teaching and research a diverse nature of knowledge, ideas, initiatives, proposals

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and projects seeking to provide a Christian education to youth and professionals. To that end, the Corporation will promote social, cultural, sports, academic and institutional integration through public and private institutions, and will utilize social media and other communication channels, including the Corporation's website to provide facts and statistics and any other related data regarding academic and institutional integration.

## **ARTICLE 7**

### **Initial Business**

The character of the affairs and business that the Corporation initially intends to conduct is to take all such actions as may be appropriate to accomplish the purposes set forth above.

## **ARTICLE 8**

### **Powers**

The Corporation is organized for educational and charitable purposes including in such purposes the making of distributions to organizations that contribute to the same purposes of our corporation. No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers 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 distribution in furtherance of the purpose set forth in ARTICLE 6 hereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The Corporation is not organized and shall not be operated by private gain of any person.

The property of the Corporation is irrevocably dedicated to educational and charitable purposes. No part of the assets, receipts or net earnings shall inure to the benefit of, or be distributed to any individual. The Corporation may, however, pay reasonable compensation for services rendered, and make any other payment or distributions consistent with these Articles of Incorporation or the Corporation's Bylaws.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(19) of the Internal Revenue Code, or corresponding section or provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section or provision of any future United States Internal Revenue law or federal tax code.

**ARTICLE 9**  
**Membership**

The Corporation shall have no members. The management of the affairs of the Corporation shall be vested in the Board of Directors.

**ARTICLE 10**  
**Board of Directors**

The Corporation shall be governed by a board of directors (the "Board of Directors"). The directors of the Corporation will be appointed every four (4) years, by the Association for the Development of the Monteávila University (ADEUMA), a non-profit corporation located at: Ave. Buen Pastor, Urb. Boleíta Norte, Universidad Monteávila, Caracas – Venezuela.

The initial Board of Directors will consist of eight directors. The Corporation's initial directors are:

Casas, Luis: Address: 6899 SW 82nd Court, Miami, FL 33143, who will be the President of the Board.

Balza, Neptalí, Address: Ave. Principal de la Tahona, Centro La Tahona, Urb. La Tahona, Caracas – Venezuela, who will be Vice President.

Vera, Eduardo, Address: 950 NE 95th Street, Miami Shores, FL 33138, who will be Secretary.

Olveira, Pedro, Address: 4ta Ave. Con 8va transversal de Altamira. Quinta Villa Casilda, Caracas – Venezuela, who will be Treasurer.

Suárez, José, Address: Ave. Buen Pastor. Urb. Boleíta Norte. Universidad Monteávila, Caracas – Venezuela.

Viloria, Osmán: Address, Avenida Sur. Centro Empresarial Lagunita. Piso 1 oficina 105. Municipio El Hatillo, Caracas – Venezuela. 1083

Anka, Leonardo, Address: Ave. El Golf, Edificio Araya, Urb. El Bosque. Caracas – Venezuela.

Ramos, Fernando, Address: Calle La Ceiba, Dúplex 5C, Urbanización La Cabaña.  
Municipio El Hatillo. Caracas- Venezuela.

## **ARTICLE 11**

### **Elimination of Directors' Liability**

The personal liability of the directors to the Corporation for monetary damages for any action taken or failure to take any action as a director is eliminated to the fullest extent permitted by applicable law. Neither this provision nor any other provisions in these Articles of Incorporation shall eliminate or limit the liability of a director for any of the following:

- A. The amount of a financial benefit received by a director to which the director is not entitled.
- B. An intentional infliction of harm on the Corporation.
- C. An intentional violation of criminal law.

For purposes of this provision, "director" shall include trustees or persons who serve on a board or council of the Corporation in an advisory capacity.

## **ARTICLE 12**

### **Indemnification**

The Corporation shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or, other enterprise, in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for by the laws of the State of Florida as then in effect.

## **ARTICLE 13**

### **Distributions Upon Dissolution**

Upon the dissolution of the Corporation, after paying or making provisions for the payment of all the legal liabilities of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation

is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE 14**  
**Registered Agent and Office**

The name and address of initial registered agent is: Octavio J Rodriguez.

31 SE 5th Street, # 301,  
Miami, Fl 33131

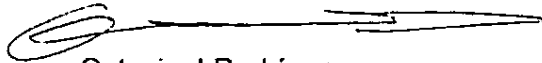
**ARTICLE 15**  
**Amendments**

These Articles of Incorporation may be amended from time to time only by a two-thirds (2/3) vote of the Board of Directors of the Corporation present, in accordance with procedures set forth in the Bylaws of the Corporation, at a duly convened meeting called for that purpose, if a quorum is present and a notice is given as specified in the Bylaws of the Corporation.

**CONSENT TO ACT AS REGISTERED AGENT**

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.

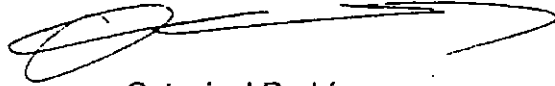
Signature of Registered Agent:

  
Octavio J Rodriguez

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,

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereto set my hand this 18<sup>th</sup> day of December, 2017.

Signature of Incorporator:

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke.

Octavio J Rodríguez