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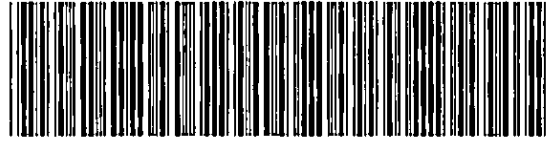
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**STEVEN A. SCIARRETTA, P.A.**

ATTORNEYS AT LAW

STEVEN A. SCIARRETTA  
J.D., LL.M. IN TAXATION

THE HAMILTON BUILDING  
2799 NW Boca Raton Boulevard, Suite 203  
Boca Raton, Florida 33431  
TELEPHONE: (561) 368-7978  
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Asset Protection  
Business and Taxation Planning  
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VIA UPS DELIVERY

January 27, 2021

State of Florida  
Department of State  
Division of Corporations  
The Centre of Tallahassee  
2415 N Monroe Street, Suite 810  
Tallahassee, FL 32301

Re: TALENTOS UNIVERSIDAD METROPOLITANA DONATION FUND, INC.

Dear Sir/Madam:

Please find enclosed for filing in duplicate Original, Articles of Incorporation, for the above referenced Not-For-Profit Company.

Also enclosed is our check for \$87.50, made payable to the Florida Department of State, which represents the \$35.00 filing fee, \$35.00 Designation of Registered Agent fee and \$8.75 each for Certified Copy and Certificate of Status fees.

Please return the completed paperwork to me utilizing the enclosed Pre-paid UPS envelope.

Thank you for your prompt cooperation.

Sincerely,

STEVEN A. SCIARRETTA, P.A.

Steven A. Sciarretta

SAS/lf  
Enclosures

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ARTICLES OF INCORPORATION

OF

TALENTOS UNIVERSIDAD METROPOLITANA DONATION FUND, INC.

Pursuant to the provisions of Section 617.0202, Florida Statutes: this Florida Not For Profit Corporation adopts the following Articles of Incorporation:

ARTICLE I  
CORPORATE NAME

The name of the Corporation shall be TALENTOS UNIVERSIDAD METROPOLITANA DONATION FUND, INC.

ARTICLE II  
PRINCIPAL BUSINESS & MAILING ADDRESS

The Principal Business and Mailing address of the Company shall be:  
50 Cayuga Road  
Sea ranch lakes, FL 33308

ARTICLE III  
NATURE OF CORPORATE BUSINESS

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

The specific purpose of this Corporation is to help provide tuition and other financial assistance to students of Universidad Metropolitana and to assist Universidad Metropolitana with on-going expenses.

This Corporation is organized exclusively for educational purposes as those terms are defined in Section 501(c) (3), of the Internal Revenue Code of 1986, as amended.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities that are not permitted to be engaged in by an organization exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

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#### ARTICLE IV EXISTENCE

This Corporation is to exist perpetually, unless dissolved according to law.

#### ARTICLE V DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) persons as designated by the By-Laws, and elected at an annual meeting or a specially called meeting for the purpose of electing a director of this Corporation. Directors may be changed upon a vote of the majority of the Directors serving from time to time.

The current Board of Directors, all of whom shall hold office until their successors are duly elected and qualified, and their addresses are as follows:

Francisco Jose Aguilera  
50 Cayuga Road  
Sea Ranch Lakes, FL 33308

Luis Miguel DaGama Soares  
50 Cayuga Road  
Sea Ranch Lakes, FL 33308

Benjamin Ruben Scharifker Podolsky  
50 Cayuga Road  
Sea Ranch Lakes, FL 33308

#### ARTICLE VI INDEMNIFICATION OF OFFICERS AND DIRECTORS

Subject to prior approval by majority vote of the then directors, officers and directors of the Corporation may be indemnified against expenses and liabilities, including attorney's fees and costs (through all appellate proceedings) incurred in connection with any proceeding or settlement thereof in which they may have reasonably become involved by reason of their holding such office.

ARTICLE VII  
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Steven A. Sciarretta, Esquire  
2799 NW Boca Raton Blvd  
Suite 203  
Boca Raton, FL 33431

ARTICLE VIII  
INCOME DISTRIBUTION

No part of the income of this Corporation shall be distributed to its members, officers or directors, except as compensation for services rendered.

ARTICLE IX  
BYLAWS

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X  
AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation by a simple majority vote of the Directors of the Corporation.

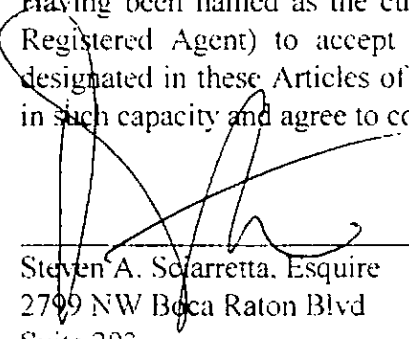
ARTICLE XI  
REGISTERED AGENT

The Corporation's current Registered Agent and Principal Office in the State of Florida are:

Steven A. Sciarretta, Esquire  
2799 NW Boca Raton Blvd  
Suite 203  
Boca Raton, FL 33431

## ACCEPTANCE OF REGISTERED AGENT

Having been named as the current Registered Agent (and having also been named as the initial Registered Agent) to accept service of process on the Corporation at the Registered Office designated in these Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with all of the requirements of Law pertaining hereto.



\_\_\_\_\_  
Steven A. Sciarretta, Esquire  
2799 NW Boca Raton Blvd  
Suite 203  
Boca Raton, FL 33431

## ARTICLE XII FUTURE DISTRIBUTION OF CORPORATE ASSETS

Upon dissolution of the Corporation, all assets shall be distributed to the Universidad Metropolitana as a qualifying charity within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or shall be distributed to a Federal, State or local educational institution to provide tuition assistance to the students thereof. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located exclusively for such purposes.

The date of adoption of these Articles of Incorporation is January, 27, 2021

The effective date of these Articles of Incorporation is upon filing.

Signed this 27<sup>th</sup> day of January, 2021.

Signature \_\_\_\_\_

Typed or Printed Name: Steven A. Sciarretta, esquire

Title: Incorporator