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FLORIDA PROFIT/NON PROFIT CORPORATION

Eduardo & Liliam A. Del Riego Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
EDUARDO & LILIAM A. DEL RIEGO FOUNDATION, INC.**

These Articles of Incorporation (these "Articles") are hereby made and acknowledged by the undersigned, to be filed with the Secretary of State, State of Florida, for the purpose of forming a not for profit corporation in accordance with Chapter 617 of the Florida Statutes.

**ARTICLE I
NAME AND ADDRESS**

(a) The name of the corporation governed by these Articles shall be "EDUARDO & LILIAM A. DEL RIEGO FOUNDATION, INC." (the "Corporation").

(b) The street address of the Corporation's initial principal office shall be 3351 S.W. 110 Ct., Miami, Florida 33165.

(c) The Corporation's mailing address shall be 3351 S.W. 110 Ct., Miami, Florida 33165.

**ARTICLE II
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSES; RESTRICTIONS**

(a) Subject to the restrictions set forth in Paragraph (b) below, the purposes for which the Corporation is organized are to receive and administer real and personal property and to apply such property, as well as the income it produces, exclusively for charitable, religious, scientific, literary, and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax laws (the "Code").

(b) Despite any other provision of these Articles:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes;

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(2) No member, director, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation;

(3) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office;

(4) The Corporation shall not engage in any act of "self-dealing," as defined in Code Section 4941(d);

(5) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Code Section 4942;

(6) The Corporation shall not retain any "excess business holdings," as defined in Code Section 4943(c);

(7) The Corporation shall not make any investments in such manner as to subject it to tax under Code Section 4944;

(8) The Corporation shall not make any "taxable expenditures," as defined in Code Section 4945(d); and

(9) Despite any other provision of these Articles or Florida law to the contrary, the Corporation shall not carry on any activities that are not permitted for an organization exempt under Code Sections 501(a) and 501(c)(3), or by organizations, contributions to which are deductible under Code Section 170(c)(2). The Corporation shall at all times operate as an organization exempt from federal income tax under Section 501(c)(3) of the Code, and nothing in these Articles shall be construed to the contrary.

ARTICLE IV POWERS

Subject to the restrictions in these Articles, the Corporation shall have the authority to exercise all of the powers conferred upon not for profit corporations under the laws of the State of Florida.

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**ARTICLE V
MEMBERS**

The Corporation shall have two classes of members. The rights of members, and the qualification, appointment, and designation of members, shall be as set forth in the Corporation's Bylaws.

**ARTICLE VI
DIRECTORS**

(a) All corporate powers shall be exercised by or under the authority of, and the Corporation's affairs shall be managed by, the Corporation's Board of Directors.

(b) The names and addresses of the initial members of the Board of Directors are as follows:

- 1) EDUARDO DEL RIEGO
3351 S.W. 110 Ct.
Miami, Florida 33165
- 2) LILIAM A. DEL RIEGO
3351 S.W. 110 Ct.
Miami, Florida 33165
- 3) ALISSA DEL RIEGO
1260 SW 16 St.
Miami, Florida 33145

(c) The manner in which future Directors are to be elected or appointed shall be as set forth in the Corporation's Bylaws. The number of Directors may be increased or decreased in the manner provided in the Corporation's Bylaws, but the Corporation shall always have at least three (3) Directors.

**ARTICLE VII
BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The powers to alter, amend, or repeal the Bylaws, or adopt new Bylaws, shall be vested in the Board of Directors, unless otherwise provided in the Bylaws.

**ARTICLE VIII
AMENDMENT OF ARTICLES OF INCORPORATION**

The Board of Directors may alter, amend, or restate these Articles at any time, and shall follow the applicable procedures prescribed under the laws of the State of Florida for amending

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the articles of incorporation for a not for profit corporation. However, no change may ever be made to these Articles that would result in the denial of tax-exempt status to the Corporation under Code Section 501(c)(3).

ARTICLE IX
DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the remaining assets of the Corporation shall be paid to such one or more corporations, funds, foundations, or organizations selected by the Board of Directors which at such time are themselves recognized as exempt and described in Code Section 501(c)(3).

ARTICLE X
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the Corporation's initial registered agent are as follows:

EDUARDO DEL RIEGO
3351 S.W. 110 Ct.
Miami, Florida 33165

ARTICLE XI
INCORPORATOR

The name and address of the Incorporator of the Corporation are as follows:

EDUARDO DEL RIEGO
3351 S.W. 110 Ct.
Miami, Florida 33165

[signature page follows]

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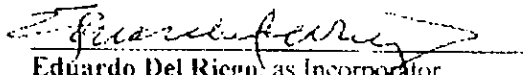
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The undersigned Incorporator executes and submits these Articles and affirms the truth of all facts stated in these Articles, as of July 21, 2021.

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.


Eduardo Del Riego, as Incorporator

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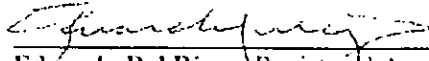
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CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above-stated Corporation at the place designated in its Articles of Incorporation, the undersigned hereby agrees to act in such capacity and confirms that he is familiar with, and accepts the obligations provided for in, Florida Statutes Section 617.0501.


Eduardo Del Riego, Registered Agent

Dated: July 21, 2021.

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