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**FLORIDA PROFIT/NON PROFIT CORPORATION
FUNDACION IDENTIDAD, INC.**

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**ARTICLES OF INCORPORATION
OF
FUNDACION IDENTIDAD, INC.,
A FLORIDA NONPROFIT CORPORATION**

The undersigned, acting as the incorporator of Fundacion Identidad, Inc. ("Corporation"), does hereby adopt the following Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be Fundacion Identidad, Inc.

**ARTICLE II
MAILING ADDRESS AND ADDRESS OF PRINCIPAL OFFICE**

The mailing address and address of principal office is 848 Brickell Avenue, Suite 810, Miami, Florida 33131.

**ARTICLE III
PURPOSE**

Section 1. The Corporation is organized for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code ("Code") or the corresponding provisions of any future federal tax laws, and specifically for the purposes of: supporting underprivileged children, orphans, and young students; and providing and promoting related educational activities, within and outside the United States, including contributing to other charitable organizations that promote activities analogous to those of the Corporation.

Section 2. Notwithstanding any other provision of Article of Incorporation, this Corporation shall not carry on political propaganda or electioneering or any other activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

Section 3. As defined in Section 509(a) of the Code, this Corporation shall be a private foundation, and shall:

- (a) Distribute its income each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.

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- (c) Not retain any excess business holdings as defined in Section 4943 of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE IV MEMBERS

The Corporation shall have no Members.

ARTICLE V MANNER OF ELECTION

The manner in which the Directors are elected and appointed is provided for in the Bylaws of the Corporation.

ARTICLE VI REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Corporation shall be M&M RA SERVICES, LLC and the street address of the initial registered office of this Corporation shall be 3001 SW 3rd Avenue, Miami, FL 33129.

The undersigned registered agent hereby accepts the designation as registered agent of the Corporation and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position as registered agent.

ARTICLE VII NAME AND ADDRESS OF INCORPORATOR

The name of the initial incorporator of this Corporation shall be Maria Paulina Merced and the street address of the initial incorporator's office of this Corporation shall be 848 Brickell Avenue, Suite 810, Miami, Florida.

ARTICLE VIII POWERS

This Corporation shall be authorized to exercise the powers permitted to a corporation not for profit under Chapter 617, Florida Statutes; provided, however, that this

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Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE IX BOARD OF DIRECTORS

The Board of Directors shall be as determined and fixed by the bylaws of the Corporation provided, however, that there shall never be less than three (3) directors.

ARTICLE X DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this Corporation shall inure to the benefit of any officer or director or member of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer or director of the Corporation commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this Corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt organizations described in Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida, or any local government(s) for exclusive public purposes.

ARTICLE XI BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this Corporation may be adopted, altered, amended, or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE XII AMENDMENT OF ARTICLES

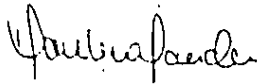
These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

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IN WITNESS WHEREOF, the undersigned incorporator submits this document and affirms that the facts stated herein are true. The undersigned registered agent hereby accepts its designation.

INCORPORATOR:

MARIA PAULINA MERCED



REGISTERED AGENT:

M&M RA SERVICES, LLC

By: 

Name: DAVID MANDO

Title: Authorized Rep