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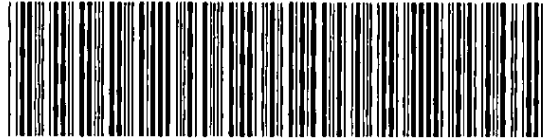
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**RAFAEL J. SANCHEZ-ABALLI PA**

264 ALMIRIA AVENUE  
CORAL GABLES, FLORIDA 33134  
TELEPHONE (305) 779-5041 • FACSIMILE (305) 779-5047  
EMAIL [rsa@sanchez-aballi.com](mailto:rsa@sanchez-aballi.com) • [www.sanchez-aballi.com](http://www.sanchez-aballi.com)

September 4, 2024

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations, Amendment Section  
2415 N. Monroe Street, Suite 810  
Tallahassee, Florida 32303

Re: Articles of Incorporation for The Celica Scholarship Foundation Corp.

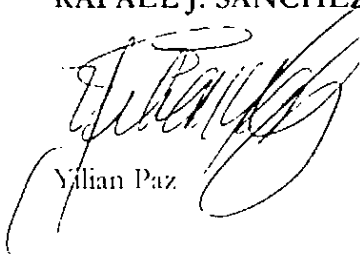
Dear Sir/Madam:

Enclosed please find an original Articles of Incorporation in connection with The Celica Scholarship Foundation Corp. and check number 1576 in the amount of \$70.00 to cover the filing fees for the Articles of Incorporation.

Should you have any questions, please do not hesitate to contact us.

Very truly yours,

**RAFAEL J. SANCHEZ-ABALLI P.A.**

  
Yilian Paz

/yp  
Enclosures as stated

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THE CELICA SCHOLARSHIP FOUNDATION CORP.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida.

**ARTICLE I - NAME**

The name and the principal place of business and mailing address of this Corporation shall be:

THE CELICA SCHOLARSHIP FOUNDATION CORP.  
264 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE II - PURPOSES**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, without limitation, for the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Within the scope of the foregoing purposes and without limiting the generality of the foregoing, the Corporation is organized to engage in all lawful acts or activities not for pecuniary purposes for which Florida not-for-profit corporations may be organized, so far as permitted by Chapter 617 of the Florida Statutes, including, without limitation, obtaining resources from donors in order to assist high school students entering or attending St. Brendan High School in Miami, Florida who can demonstrate economic need with paying for necessary educational expenses such as tuition, fees, textbooks and supplies.

**ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered office of this Corporation is:

Rafael Sanchez-Aballi, Esq.  
264 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE IV - LIMITATIONS; NON-PROFIT NATURE**

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers and members, if any, 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 distributions in furtherance of any of its purposes. None of the property of the Corporation shall be distributed directly or indirectly to any member, if any, of the Corporation except in fulfillment of its purposes.

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2. The Corporation is not organized for the pecuniary profit, nor shall it ever operate for the primary purpose of carrying on a business for profit. The Corporation shall not have any power to issue certificates of stock or declare dividends. The balance, if any, of all money and other assets received by the Corporation, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purposes of the Corporation as particularly set forth in Article II. Notwithstanding any other provisions of the Articles of Incorporation as may be amended from time to time or the Corporation's Bylaws, the Corporation shall neither have nor exercise any power nor shall it engage directly or indirectly in any activity that might invalidate its status (a) as a corporation, which is exempt from federal income taxations as an organization described in Section 501(c)(3) of the Code; or (b) as a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

3. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate of public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

#### **ARTICLE V – OFFICERS**

The names of the initial officers of the Corporation who shall hold office until his or her successor has been duly elected or appointed and has qualified are as follows:

Rafael Sanchez-Aballi	President
Ricardo Seara	Vice-President and Secretary
Sergio Delgado	Vice-President and Treasurer

#### **ARTICLE VI - BOARD OF DIRECTORS**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of no less than three (3) directors. The number of directors herein provided for may be changed in accordance with the Bylaws of the Corporation, but may never be less than three (3) directors. The term of office and the manner of selecting and removing the members of the Board of Directors shall be as set forth in the Corporation's Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The names and street addresses of the initial members of the first Board of Directors who shall hold office until his or her successor has been duly elected or appointed and has qualified are as follows:

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<u>Name</u>	<u>Street Address</u>
Rafael Sanchez-Aballi	264 Almeria Avenue Coral Gables, Florida 33134
Ricardo Seara	264 Almeria Avenue Coral Gables, Florida 33134
Sergio Delgado	264 Almeria Avenue Coral Gables, Florida 33134

#### **ARTICLE VII - ACTION BY DIRECTORS WITHOUT A MEETING**

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all of the Directors consent to such action in writing. Any such action shall be evidenced by one (1) or more written consents (i) describing the action to be taken and (ii) signed by all of the Directors. A consent procured telephonically shall be evidenced by a written confirmation within five (5) days after the consent is given and any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Directors at a meeting. Such consent or consents shall be filed in the corporate book containing the minutes of the proceedings of the Board of Directors kept and maintained by the Secretary of the Corporation. The action taken shall be deemed effective when the last Director signs or articulates the consent, unless the consent specifies otherwise. Such notice shall comply with the applicable provisions of the Florida Statutes and the Corporation's By-Laws.

#### **ARTICLE VIII – NO PERSONAL LIABILITY; INDEMNIFICATION**

No officer or director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of the Corporation. The Corporation shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a shareholder, director, officer or employee of the Corporation, or is or was serving at the request of the company as a shareholder, director, manager, officer or employee of another corporation, partnership, joint venture, trust, limited liability company or other enterprise, to the fullest extent permitted by law.

#### **ARTICLE IX - DISSOLUTION**

Upon termination or dissolution of the Corporation, any money and assets lawfully available for distribution, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be distributed for one (1) 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, which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the Corporation. The organization to receive the assets of the Corporation

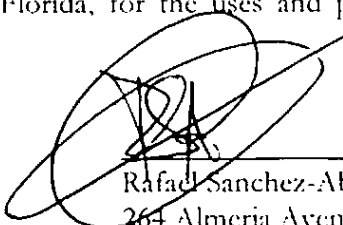
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hereunder shall be selected by the Board of Directors, provided, however, that if it is not selected by the Board of Directors for any reason, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Corporation by any member of the Board of Directors which verified petition shall contain such statements as reasonably necessary to indicate the applicability of this Article. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference, if practicable, to organizations located within the State of Florida. In the event that the court shall find that this Article is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

#### **ARTICLE X – AMENDMENTS TO ARTICLES OF INCORPORATION**

The Corporation's Articles of Incorporation may be amended by the affirmative vote of two thirds of the members of the Board of Directors.

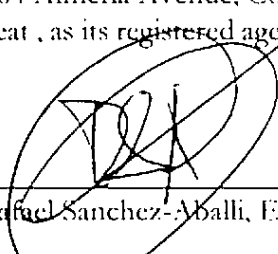
**IN WITNESS WHEREOF**, the undersigned incorporator has made and subscribed these Articles of Incorporation at Coral Gables, Florida, for the uses and purposes aforesaid, this 4th day of September, 2024.

  
\_\_\_\_\_  
Rafael Sanchez-Aballi, Esq., Incorporator  
264 Almeria Avenue  
Coral Gables, Florida 33134

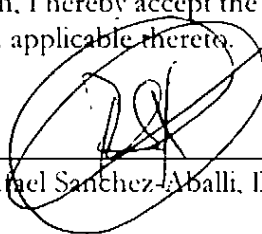
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**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 617, Florida Statutes, The Celica Scholarship Foundation Corp. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 264 Almeria Avenue, Coral Gables, Florida 33134, has named Rafael Sanchez-Aballi, Esq., located thereat, as its registered agent to accept service of process within this state.

  
\_\_\_\_\_  
Rafael Sanchez-Aballi, Esq., Incorporator

Having been named as registered agent to accept service of process for the above-stated Corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:   
\_\_\_\_\_  
Rafael Sanchez-Aballi, Esq., Registered Agent

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