

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

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 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

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State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY SPK _____

WALK-IN Will Pick Up 1-27-16-220

RE: FCCA Foundation for
the Caribbean Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal	***122.50***	***122.50***
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
FCCA FOUNDATION FOR THE CARIBBEAN, INC.**

By these Articles of Incorporation of a Florida Not For Profit Corporation:

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statute, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is FCCA Foundation for the Caribbean, Inc.

ARTICLE II

The corporation shall have existence in perpetual duration.

ARTICLE III

The corporation is a not for profit corporation.

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charity and for other charitable purposes by the distribution of its funds for such purposes, and particularly for charitable purposes.

(b) The general purposes for which the corporation is organized are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under §501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

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ARTICLE IV

The corporation is organized upon a non-stock basis as defined in Section 617.001 of the Florida Statutes. The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

ARTICLE V

The street address of the initial registered office of the corporation is 44 West Flagler Street, 14th Floor, City of Miami, County of Dade, State of Florida 33130. The name of its initial registered agent at such address is Steven A. Fein, Esq.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The numbers of directors of the corporation shall be five provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on February 16, 1995 at 10:00 a.m., at 2701 Ponce de Leon Blvd., Suite 203, Coral Gables, Florida 33134 at which time and election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year until the next annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 2701 Ponce de Leon Blvd., Suite 203, Coral Gables, Florida 33134 on January 16th of each year at the principal office of the corporation, or at such other place as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action written by consent shall have the same force and effects if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation or by-laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors:

	NAME	RESIDENTIAL ADDRESS
1)	Micky Arison	3655 N.W. 87th Avenue Miami, Florida 33178
2)	Mr. Richard E. Sasso	5200 Blue Lagoon Drive Miami, Florida 33126
3)	Mr. Adam Aron	95 Merrick Way Coral Gables, Florida 33134
4)	Mr. Paris Katsoufis	901 South America Way Miami, Florida 33132
5)	Mr. Mark E. Warren	10100 Santa Monica Boulevard Los Angeles, CA 90067
6)	Mr. John P. Fox	1050 Caribbean Way Miami, Florida 33132
7)	Michael M. Paige	2701 Ponce de Leon Boulevard, Suite 203 Coral Gables, Florida 33134

ARTICLE VII

The name and address of each incorporator is:

NAME:	ADDRESS:
STEVEN A. FEIN	44 West Flagler Street Miami, Florida 33130

ARTICLE VIII

The board of directors shall elect the following officers: President, Vice-President, Secretary, and Treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

President/Treasurer - Richard E. Sasso
Vice President/Secretary - Michele M. Paige

LAW OFFICES HYMAN & KAPLAN, P.A.

14TH FLOOR COURTHOUSE TOWER, 44 WEST FLAGLER STREET, MIAMI, FLA. 33130 • DADE 371 - 4244 BROWARD 763 - 8908

ARTICLE IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedures set forth therefor in the bylaws.

ARTICLE X

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

- (1) The corporation shall distribute its income for each taxable year at such a time and in such manner as not to be subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code, or corresponding provisions of subsequent Federal tax laws.
- (2) The corporation shall not engage in any act of self dealing as defined in §4941(d) of the Internal Revenue Code, or corresponding provisions of subsequent Federal tax laws.
- (3) The corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code, or corresponding provisions of subsequent Federal tax laws.
- (4) The corporation shall not make any investments in such a manner as to subject it to tax under §4944 of the Internal Revenue Code, or corresponding provisions of subsequent Federal tax laws.

ARTICLE XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a majority of a quorum of members of the corporation.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these articles of incorporation on this 12th day of January, 1995.

Steven A. Fein
STEVEN A. FEIN

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this 12th day of January, 1995, before me, an officer duly authority, personally appeared, STEVEN A. FEIN to me well known and known to be the person described, and who executed the foregoing instrument, and he acknowledged before me that he executed said instrument.

WITNESS my hand and official seal in the County and State aforesaid, this the day and year last above written.



Lynn E. Robin
Type or Print Name: LYNN E. ROBIN
NOTARY PUBLIC, State of Florida at Large
My Commission Number: CC 379905
My Commission Expires: June 6, 1998

ACCEPTANCE BY RESIDENT AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED:

January 12, 1995


STEVEN A. FEIN

lynn\fein.net

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SECRETARY OF STATE
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