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FILED
APR 24 PM 12:17
TALLAHASSEE, FLORIDA

April 21, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: Dr. Nestor Martinez Foundation, Inc.

500001463185
-04/24/95--01043--007
***122.50 ***122.50

Greetings:

I enclose herewith for filing two (2) copies of the Articles of Incorporation for the above-named not for profit corporation along with my check in the total amount of \$122.50 to cover fees as follows:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>52.50</u>
	<u>\$122.50</u>

Please return one (1) certified copy of the Articles of Incorporation to this office. A stamped, self-addressed envelope is enclosed for your convenience in returning same.

Very truly yours,

Scott Willinger

Scott R. Willinger
Attorney-at-Law

SRW:dln
Enclosures

D. BROWN APR 26 1995

**ARTICLES OF INCORPORATION
OF
DR. NESTOR MARTINEZ FOUNDATION, INC.
(A Corporation Not for Profit)**

FILED
95 APR 24 PM 12:17
CLERK OF CIRCUIT COURT
MIAMI, FLORIDA

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is Dr. Nestor Martinez Foundation, Inc.

**ARTICLE II
ADDRESS**

The street address of the initial principal office of the corporation, which is also the mailing address, is 37 Bay Heights Drive, Miami, Florida 33133.

**ARTICLE III
PURPOSES**

A. This corporation is organized and shall operate exclusively for religious, charitable, educational, literary, and scientific purposes but limited to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); and this Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute furtherance of such exempt purposes. In furtherance of such exempt purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or

otherwise assist other corporations, organizations and institutions that qualify as exempt organizations under said Section 501(c)(3)

B As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

(1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and

(3) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

(6) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

(7) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the exempt purposes set forth above or necessary or incidental to the powers so conferred or conducive to the attainment of the exempt purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

D. No part of the net earnings or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of net earnings or principal.

E. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV **MEMBERS**

Members of this corporation shall be natural persons, at least one (1) of whom shall be a citizen of the United States, of eighteen (18) or more years of age, and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the By-laws of the Corporation. The Corporation may have two or more classes of members, including regular voting members, nonvoting members, and honorary members, as well as such other classes of members as may be determined under the By-laws.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually commencing upon filing of these Articles with the Secretary of State.

ARTICLE VI
DIRECTORS

The Directors of the corporation shall be elected by the Members in the manner provided in the By-laws. The corporation shall have five (5) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the By-laws, but shall never be less than three (3).

The names and post office addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

Dr. Nestor Martinez	37 Bay Heights Drive Miami, Florida 33133
Luz Martinez	37 Bay Heights Drive Miami, Florida 33133
Nestor J. Martinez	410 N.W. 199th Avenue Pembroke Pines, Florida 33029
Jose M. Martinez	516 Majorca Avenue Coral Gables, Florida 33134
Anna Martinez	37 Bay Heights Drive Miami, Florida 33133

ARTICLE VII
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is Dr. Nestor Martinez, 37 Bay Heights Drive, Miami, Florida 33133.

ARTICLE VIII
NAME AND OFFICE OF REGISTERED AGENT

The street address of the initial registered office of this Corporation is 37 Bay Heights Drive, Miami, Florida 33133. The name of the initial Registered Agent of this Corporation at that office is Dr. Nestor Martinez.

ARTICLE IX
AMENDMENT TO ARTICLES OF
INCORPORATION AND BYLAWS

The Articles of Incorporation may be amended or restated by a majority vote of the voting members at any regular meeting of the members, or at a called meeting, after due notice has been given, in writing, with the purpose of the meeting stated therein. The By-laws of this corporation may be made, altered, amended or rescinded by a majority vote of the entire Board of Directors at any regular meeting of the Board of Directors or at a called meeting after due notice has been given, in writing, with the purpose of the meeting stated therein.

ARTICLE X
DISTRIBUTION UPON DISSOLUTION

In the event of the partial or complete liquidation or the dissolution of the corporation, the residual assets of the corporation will be turned over to (a) one or more organizations which themselves are exempt as described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or (b) to any Federal, State or local government for public purpose. Any assets not so disposed

of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

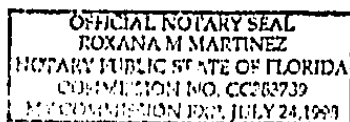
IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation at Miami, Dade County, Florida, this 18 day of April, 1995.

R. Nestor Martinez
DR. NESTOR MARTINEZ

STATE OF FLORIDA)
COUNTY OF DADE)

This foregoing instrument was acknowledged before me this 18th day of April, 1995, by DR. NESTOR MARTINEZ, who is personally known to me or who has produced DRIVERS LICENSE as identification.

My Commission Expires: _____



NOTARY PUBLIC:

Sign *Roxana M. Martinez*
Print ROXANA M. MARTINEZ

State of Florida at Large

**CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHO PROCESS MAY BE SERVED**

FILED
95 APR 24 PM 12:17
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

Pursuant to Section 617.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First: That the Dr. Nestor Martinez Foundation, Inc. desiring to organize under the laws of the State of Florida, with its registered office at 37 Bay Heights Drive, Miami, County of Dade, State of Florida has named Dr. Nestor Martinez, at the same address as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity. I acknowledge that I am familiar with, and accept, the obligations of that position.

By: 

Dr. Nestor Martinez