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10/16/97

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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000  
FROM: COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL, P ACCT#: 075410000050  
CONTACT: PEGGY MARINELLI  
PHONE: (305)854-5900 FAX #: (305)857-9322

NAME: FUNDS, GRANTS & RESOURCES, INC  
AUDIT NUMBER.....H97000017220  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0 PAGES..... 6  
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Thank you

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Amended...  
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OCT 16 '97 12:00PM COHEN BERKE

P.1/7

10/16/97

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PUBLIC ACCESS SYSTEM  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 16, 1997

FUNDS, GRANTS & RESOURCES, INC  
2250 S.W. 3RD AVENUE #150  
MIAMI, FL 33129

SUBJECT: FUNDS, GRANTS & RESOURCES, INC  
REF: N95000005021

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\*\*\*\*PAGE 5 OF THE DOCUMENT WAS NOT RECEIVED, PLEASE RE-FAX PAGE 5 ONLY TO MY ATTENTION\*\*\*\*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H97000017220  
Letter Number: 397A00050700

*Please deliver to Darlene Connell*

*ASAP*

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97 OCT 17 AM 8:02  
DIVISION OF CORPORATIONS



880  
922-4000

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 16, 1997

FUNDS, GRANTS & RESOURCES, INC  
2250 S.W. 3RD AVENUE #150  
MIAMI, FL 33129

SUBJECT: FUNDS, GRANTS & RESOURCES, INC  
REF: N95000005021

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H97000017220  
Letter Number: 897A00050668

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97 OCT 16 PM 4: 28  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
FUNDS, GRANTS & RESOURCES, INC.,  
a Florida corporation not for profit**

Pursuant to the provisions of Sections 617.1001, 617.1002, 617.1006 and 617.1007 of the Florida Not for Profit Corporation Act (the "Act"), Funds, Grants & Resources, Inc (the "Corporation") adopts the following amended and restated articles of incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation is Funds, Grants & Resources, Inc., a Florida corporation not for profit.

**ARTICLE II**

**TERM**

This Corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

**ARTICLE III**

**PURPOSE**

(a) The Corporation is organized and shall be operated exclusively for charitable, educational, religious and scientific purposes, within the meaning of Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

(b) Included among the educational and charitable purposes for which the Corporation is organized and operated exclusively, as qualified and limited by other provisions of these Articles of Incorporation, are the following:

(1) To provide aid and assistance to students and universities by way of scholarships, grants and support of cultural, artistic, educational and humanitarian endeavors, as well as other charitable and educational activities.

Prepared by:  
Miguel A. Maspons, Esq.  
Florida Bar No. 794155  
Cohen, Berke, Bernstein, Brodie & Kondell, P.A.  
2601 So. Bayshore Drive, 19th Fl.  
Miami, Florida 33133  
(305) 854-5900

(2) To make distributions to carry out the charitable and educational purposes of the Corporation in such amounts and proportions as determined by the Board of Directors of the Corporation, so long as the Corporation and all distributee organizations are organized, and at all times operated, as organizations described in Sections 509(a)(1) or (a)(2) of the Code.

(3) To receive from any other person, firm or corporation by gift, bequest or otherwise property which is dedicated to the support or benefit of the Corporation or for activities or programs which support or benefit the Corporation, to own, manage, hold, invest and reinvest all such property; to use and apply the net income and the principal of all such property in such manner and at such times as the Corporation may deem best for the support or benefit of the Corporation; and to observe and faithfully carry out in the expenditure or other use of the principal and income for such property the terms of every lawful restriction, condition or other limitation applicable to the use of such property.

(c) It is intended that the Corporation shall have the status of a corporation which is exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. 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 publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

#### ARTICLE IV

##### ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE V

##### DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors or other private individuals, except that the Corporation shall be authorized and empowered to reimburse for properly vouchered out-of-

pocket expenses and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be distributed to the federal government, or to the state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 then determine, which are organized and operated exclusively for such purposes.

#### 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. The number of the directors of the Corporation shall be three (3). The method of election of Directors shall be stated in the Bylaws of the Corporation. The number of Directors of the Corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The names and addresses of the members of the Board of Directors are as follows:

Name

Fernando Gonzalez-Reigosa

2250 S.W. 3rd Avenue, Suite 150  
Miami, FL 33129

Eric Maspons

2100 Ponce De Leon Blvd.  
Coral Gables, FL 33134

Wilfredo O. Allen

2250 S.W 3rd Avenue, Suite 150  
Miami, FL 33129

#### ARTICLE VII

##### INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified to the extent permitted by law by the Corporation against all costs and expenses

(including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

## ARTICLE VIII

### MEMBERSHIP

The membership of this Corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the Corporation. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the Members of the Corporation, 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 set forth in the Bylaws.

## ARTICLE IX

### MANAGEMENT

The affairs of the Corporation shall be managed by the executive Board of Directors which shall be composed of the officers of the Corporation and two members of the Board of Directors.

## ARTICLE X

### BYLAWS

The Board of Directors of this Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called



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for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the Corporation.

**ARTICLE XI**

**AMENDMENTS TO ARTICLES OF INCORPORATION**

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Members.

**ARTICLE XII**

**REGISTERED AGENT AND OFFICE**

The name and address of the registered agent of this Corporation is Miguel A. Maspons whose address is 2601 South Bayshore Drive, 19th Floor, Miami, FL 33133-5460.

**ARTICLE XIII**

**PRINCIPAL OFFICE ADDRESS**

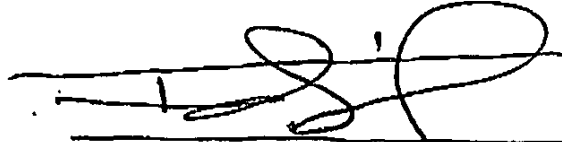
The initial principal office of the Corporation shall be located at 2250 S.W. 3rd Avenue, Suite 150, Miami, FL 33129.

The above amendments were adopted and approved by a sufficient number of votes of the members of the Corporation pursuant to a written consent dated as of October 13, 1997; executed in accordance with Section 617.0701 of the Act. The above amended and restated articles of incorporation were adopted and approved by all directors of the Corporation pursuant to a written consent dated October 13, 1997, executed in accordance with Section 617.0821 of the Act.

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IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation on this 13 day of October, 1997.



FERNANDO GONZALEZ-REIGOSA, President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent for Funds, Grants & Resources, Inc. in the foregoing Amended and Restated Articles of Incorporation, I, Miguel A. Maspons, hereby agree to accept service of process for said Corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

By:   
MIGUEL A. MASPONS

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