One Datran Center Penthouse I 9100 South Dadeland Boulevard Miami, Florida 33156-7819

Telephone (303) 670-0444 Watts (800) 782-6392 Pax (305) 670-0734

Altorneys-at-lanv

Robert A. Chaves Peter J. Horman Michael W. Kirshon Charles E. Muller II Charles D. Rubin Donald R. Texcher

of counsel Dole A. Heckerling Deborah Plaks Hechman William C. Lewis, Jr., PA.

Boca Corporate Center **5ulle 216** 2101 Corporate Boulevard Boca Raton, Florida 33431-7343

> Telephone (407) 998-7847 Fax (407) 998-2642

January 9, 1996 Via Certified Mall, Return Receipt Requested #Z 230 435 647

RUPLY TO:

Corporate Records Bureau Division of Corporations Department of State P. O. Box 6327 Tallahassee, Florida 32314

Re: Betty Che Leon Foundation, Inc.

Gentlemen:

R\KSecyst.Art

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above-named Florida not-for-profit corporation.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Very truly yours,

MICHAEL W. KIRSHON

- 1. Filing fee, \$35.
- 2. Certified copy fee, \$52.50, and
- 3. Registered agent designation, \$35.

Please file the enclosed articles of incorporation and advise the undersigned as soon as this has been completed.

Thank you for your courtesies in this matter.

400001687644 -01/12/96--01003--025 ****122.50 ****122.50

AUTHORIZATION BY PHONE TO CORRECT Principal office Enclosures

DOC EXAM

FILED

95 JAN 11-PH-3: 04

ARTICLES OF INCORPORATION

SECTION OF STATE TACKADASS E FLORIDA

OF

BETTY CHE LEON FOUNDATION, INC.

The undersigned incorporator, a natural person competent to contract, hereby file 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 shall be BETTY CHE LEON FOUNDATION, INC.

ARTICLE II.

PURPOSES & POWERS

Section 1. Purposes.

(a) The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, ("Code") (or the corresponding provision of any future United States Internal Revenue Law).

The specific purpose of the Corporation is (b) to receive, hold, invest and manage contributions from the general public or other philanthropic organizations to designated Philanthropic Funds or to an undesignated General Fund. The Corporation shall accept trusts, insurance policies, real property and other property of value, utilizing the income and corpus for health, charitable, educational, religious and communal purposes which are consistent with the aims and ideals of the Corporation and of the Peruvian-American Endowment, Inc., a Florida not for profit corporation. The Corporation shall adopt procedures designed to develop support of and participation in the philanthropic interests and activities of the Peruvian American Endowment, Inc. through direct gifts, bequests, establishment of trusts and establishment of philanthropic funds which will broaden the base of endowment support and encourage meaningful interchange of ideas, and to provide funds to supplement and extend the programs and interests of the Corporation in serving its religious, charitable, education__, cultural and communal purposes, and, specifically, the development of educational programs and opportunities principally for underprivileged Peruvian children, the institution and promotion of a program of nutrition for underprivileged Peruvian children and the raising of their standard of living, in an attempt to benefit the physical and mental development of disadvantaged Peruvian youths.

Section 2. Powers.

- (a) The Corporation's purposes as herein stated shall be carried out by a Board of Directors in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of Section 501(c)(3) of the Code. To this end the Corporation shall have the following powers:
- (i) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer in trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.
- (ii) To receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporation.
- person, firm, association, corporation, municipality, county, state, nation or other body politic or with any colony, dependency or agency of any of the foregoing.
- (iv) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

- (b) Notwithstanding any powers granted to this Corporation by its Articles, Bylaws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:
- Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes (as herein defined), and no member, trustee, director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- (ii) No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, except to the extent permitted by the Code and directly related to the Corporation's charitable purposes.
- (iii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(iv) Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Sections 170(a), 2522(a) or 2055(a) of the Code.

(v) Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all residual assets of the corporation to one or more organizations which themselves are described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code or to the federal, state or local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE III.

PUBLIC CHARITY STATUS

It is intended that this corporation shall have the status of a corporation which is exempt from federal income taxation under

\$501(a) of the Code as an organization described in \$501(c)(3) of the Code, and which is other than a private foundation by reason of being described in \$509(a)(3) of the Code. These articles shall be construed accordingly, in all powers and activities of the corporation shall be limited accordingly.

ARTICLE IV.

PRIVATE FOUNDATION RULES

If the Corporation is a Private Foundation within the meaning of Section 509 of the Code, and is not an Operating Foundation as defined by Section 4942(j)(3) of the Code, then the provisions of this Article III shall apply.

- (a) The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws.
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws.

- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws.
- (e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE V.

NO MEMBERS

There will not be any members of the Corporation.

ARTICLE VI.

TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The street address of the registered/office of this Corporation is:

820 N.E. 42 Street Ft. Lauderdale, Florida 33334 (a) The name of the registered agent of this Corporation located at the address of the registered office is:

Charles C. Wilson, Jr. 820 N.E. 42 Street Ft. Lauderdale, Florida 33334

ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is as follows:

Charles C. Wilson, Jr. 820 N.E. 42 Street Ft. Lauderdale, Florida 33334

ARTICLE IX.

OFFICERS

- Secretary and a Treasurer, and it may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, a Vice-Chairman of the Board of Directors, one or more Vice Presidents, an Assistant Secretary and an Assistant Treasurer. A person may hold more than one office, except that the President may not also be the Secretary or Assistant Secretary.
- (b) Officers shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE X.

BOARD OF DIRECTORS

- (a) The affairs and business of the Corporation shall be conducted by a Board of Directors or through its duly elected Executive Committee. The Board shall consist of not less than five persons. The members of the Board shall be elected annually by the Board of Directors of Peruvian American Endowment, Inc., consistent with the Corporation's bylaws.
- (b) The first Board of Directors and their addresses shall be:

Charles C. Wilson, Jr. 820 NE 42nd St.

Ft. Lauderdale, FL. 33334

Peter N. Bonitaibus, CPA Atrium Financial Center

1515 N. Federal Highway Ste. 222

Boca Raton, FL. 33432

Francisco Tejada, M.D.

6880 SW 132nd St.

Miami, FL. 33156

Gertrude Caplivski, M.D.

6500 East Tropical Way

Plantation, FL. 33317

Augusto Lopez-Torres, M.D. 2623 South Seacrest Blvd.

Boynton Beach, FL. 33435

(c) In the event of a vacancy on the Board of Directors by reason of death, resignation, or removal the replacement Director(s) will be elected in accordance with the Bylaws.

ARTICLE XI.

BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, or repealed by the Directors in any manner permitted by the Bylaws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

ARTICLE XII.

AMENDMENT

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Board of Directors at any time provided that any amendment will not adversely affect the status of the Corporation as an organization described in Section 501(c)(3) of the Code.

WITNESS WHEREOF, the undersigned, being the original IN incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 29 day of December, 1995.

Incorporator

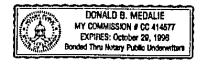
STATE OF FLORIDA S5: COUNTY OF BRC ARD

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, CHARLES C. WILSON, JR., to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 24 day of XCERTBER, 1995.

Notary Lublic, DONALD B. MEDALIE State of Florida at Large

My Commission expires:



96 JVN 11 bit 3: 04

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

TALLEMASSI F STATE

In compliance with Florida Statutes Sections 48.091 and 617.023, the following is submitted:

BETTY CHE LEON FOUNDATION, INC., desiring to organize under the laws of the State of Florida as a not for profit corporation, has designated 820 N.E. 42 Street, Ft. Lauderdale, Florida 33334 as its initial Registered Office and has named CHARLES C. WILSON, JR., located at said address, as its initial Registered Agent.

BETTY CHE LEON FOUNDATION, INC.

CHARLES C. WILSON,

Incorporator

JR.,

Having been named Registered Agent for the above-stated Corporation, at the designated Registered Office, I hereby accept said appointment, and agree to comply with the provisions of Florida Statutes Section 48.091, relative to keeping open said office.

CHARLES C. WILSON, JR.

Charter Number Only

NACOCO SALSON AND STREET CHAVES RUBIN

| TESCHE | <u>r Ch</u> | NUES / | <u>RUBIN</u> | |
|--------|-------------|--------|--------------|------|
| 9100 S | 5 Dag | leland | Blvd | Ph-1 |
| iriam | 1 17 | 3315 | 36 | |
| Cny | State | ZIP | Phone | |

670-04440

CORPORATION(S) NAME

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| Betty Cr | e Leon Found | tition, Inc. | |
|--|--------------------------------------|-----------------------------------|---------------------------------|
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|) Profit) NonProfit | Amendment | () Merger | ζς ^χ [1] <u>=</u> |
| } Foreign | () Dissolution | () Mark | 2 H |
|) Limited Partnership) Reinstatement | () Annual Report () Reservation | | |
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CR2E031 (R8-85)

Exeminer Updater

Acknowledgment



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 13, 1996

EMPIRE TESCHER CHAVES RUBIN MIAMI, FL 33156

SUBJECT: BETTY CHE LEON FOUNDATION, INC.

Ref. Number: N96000000245

We have received your document for BETTY CHE LEON FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are <u>MEMBERS ENTITLED TO VOTE</u> on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

if there are <u>NO MEMBERS OR MEMBERS ENTITLED TO VOTE</u> on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan Corporate Specialist

Letter Number: 396A00029588

ARTICLES OF AMENDMENT

70

ARTICLES OF INCORPORATION

OF

BETTY CHE LEON FOUNDATION, INC.

FILED

96 Jul 18 Fil 2 14

SECRETARING FILED

1. Article II of the Articles of Incorporation of BETTY CHE LEON FOUNDATION, INC. is hereby amended as follows:

ARTICLE II

PURPOSES & POWERS

Section 1. Purposes.

- (a) The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, ("Code") (or the corresponding provision of any future United States Internal Revenue Law).
- (b) The specific purpose of the Corporation is to receive, hold, invest and manage contributions from the general public or other philanthropic organizations to designated Philanthropic Funds or to an undesignated General Fund. The Corporation shall accept trusts, insurance policies, real property and other property of value, utilizing the income and corpus for health, charitable, educational, and religious purposes which are

consistent with the aims and ideals of the Corporation and of the Peruvian-American Endowment, Inc., a Florida not for profit corporation. The Corporation shall adopt procedures designed to develop support of and participation in the philanthropic interests and activities of the Peruvian American Endowment, Inc. through direct gifts, bequests, establishment of trusts and establishment of philanthropic funds which will broaden the base of endowment support and encourage meaningful interchange of ideas, and to provide funds to supplement and extend the programs and interests of the Corporation in serving its religious, charitable, educational, cultural and communal purposes, and, specifically, the development of educational programs and opportunities principally for underprivileged Peruvian children, the institution and promotion of a program of nutrition for underprivileged Peruvian children and the raising of their standard of living, in an attempt to benefit the physical and mental development of disadvantaged Peruvian youths.

Section 2. Powers.

- (a) The Corporation's purposes as herein stated shall be carried out by a Board of Directors in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of Section 501(c)(3) of the Code. To this end the Corporation shall have the following powers:
- (i) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer in trust, or otherwise dispose of, all property, real or personal; to borrow money, contract

debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.

- (ii) To receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporation.
- (iii) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic or with any colony, dependency or agency of any of the foregoing.
- (iv) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.
- (b) Notwithstanding any powers granted to this Corporation by its Articles, Bylaws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:
- (i) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes (as herein defined), and no member, trustee, director,

officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(ii) No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, except to the extent permitted by the Code and directly related to the Corporation's charitable purposes.

(iii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(iv) Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(v) Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all residual assets of the corporation to one or more organizations which themselves are described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code or to the federal, state or local government for exclusive public

purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

2. The first paragraph of Article IV of the Articles of Incorporation of BETTY CHE LEON FOUNDATION, INC. is hereby amended as follows:

ARTICLE IV

PRIVATE FOUNDATION RULES

If the Corporation is a Private Foundation within the meaning of Section 509 of the Code, and is not an Operating Foundation as defined by Section 4942(j)(3) of the Code, then the provisions of this Article IV shall apply.

3. Paragraph (a) of Article X of the Articles of Incorporation of BETTY CHE LEON FOUNDATION, INC. is hereby amended as follows:

ARTICLE X

BOARD OF DIRECTORS

(a) The affairs and business of the Corporation shall be conducted by a Board of Directors or through its duly elected Executive Committee. The Board shall consist of not less than five persons and shall be divided into two classes,

the Wilson Family Director class and the Non-Wilson Family Director class. The non-Wilson Family Director class members of the Board shall be elected bi-annually by the Board of Directors of Peruvian American Endowment, Inc., and a Wilson Family Director class member shall hold his or her position until his or her earlier resignation, removal, or death, consistent with the Corporation's bylaws.

4. The foregoing amendments were adopted by the Board of Directors of this Corporation on June 5, 1996. There are no members or members entitled to vote.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this gay of Lag , 1996.

CHARLES C. WILSON, JR., PRESIDENT

FRANCISCO TEJADA, SECRETARY

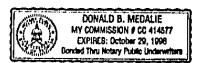
STATE OF FLORIDA

ss.:

COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Charles C. Wilson, Jr., the President of BETTY CHE LEON FOUNDATION, INC., known to me and known by me to be the person who executed the foregoing Articles of Amendment to the Articles of Incorporation, and he acknowledged before me that he executed the Articles of Amendment to the Articles of Incorporation.

WITNESS my hand and seal in the State and County aforesaid, this \underline{S} day of \underline{JUNE} , 1996.



DONALD B. MEDALIE

NOTARY PUBLIC

State of Florida at Large My Commission Expires:

STATE OF FLORIDA

))ss.:

COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Francisco Tejada, the Secretary of BETTY CHE LEON FOUNDATION, INC., known to me and known by me to be the person who executed the foregoing Articles of Amendment to the Articles of Incorporation, and he acknowledged before me that he executed the Articles of Amendment to the Articles of Incorporation.

WITNESS my hand and seal in the State and County aforesaid, this \(\frac{1}{2} \) day of \(\frac{1}{2} \) 1996.

OFFICIAL NOTARY SEAL
DONALD R TESCHER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC340419
MY COMMISSION FXP. DEC. 30,1997

NOTARY PUBLIC

State of Florida at Large My Commission Expires:

February 14, 1997

BETTY CHE LEON FOUNDATION, INC. 820 NE 42ND ST FT LAUDERDALE, FL 33334

SUBJECT: BETTY CHE LEON FOUNDATION, INC.

Ref. Number: N96000000245

Debit Memo #: 1597-A

This is to inform you that check #1029 in the amount of \$61.25 submitted with the annual report for BETTY CHE LEON FOUNDATION, INC. has been returned by your bank because of REFER TO MAKER.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$76.25 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to filethe annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after April 14, 1997 and a reinstatement fee of an additional \$175 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call

Pat Bailey Accountant I

Letter Number: 297A00007985

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March 14, 1997

REPLACEMENT FEE 1997

ANNUAL REPORT: BETTY CHE LEON

FOUNDATION, INC.

DEBIT MEMO: # 1597-A

CHECK #: 1029