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FAX #: (305)541-3770

NAME: DENNIS MARTINEZ FOUNDATION, INC.

AUDIT NUMBER.....H97000018937

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 7

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 14, 1997

EMPIRE

SUBJECT: DENNIS MARTINEZ FOUNDATION, INC.  
REF: W97000025736

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.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 487-6924.

Sharon Tala  
Document Specialist Supervisor

FAX Aud. #: E97000018937  
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ARTICLES OF INCORPORATION  
OF  
DENNIS MARTINEZ FOUNDATION, INC.

ARTICLE I.  
CORPORATE NAME

The name of this Corporation shall be:

DENNIS MARTINEZ FOUNDATION, INC., a Florida not-for-profit corporation (hereinafter, the "Foundation").

ARTICLE II.  
ENABLING LAW

The Foundation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not-for-profit.

ARTICLE III.  
PURPOSES AND POWER

The purposes for which the Foundation is organized are:

A. Exclusively charitable, scientific, literary and educational within the meaning of §501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Laws) (hereinafter the "Code"), and notwithstanding any other provision of these Articles, the Foundation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code §501 (c) (3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

B. Any and all purposes set forth in the By-Laws of the Foundation.

C. The Foundation is a not-for-profit corporation organized pursuant to the Florida Not-For-Profit Act, and is created, organized and shall be operated exclusively for educational, charitable, scientific, literary and civic purposes.

D. In furtherance of its corporate purposes, the Foundation shall have all the general powers enumerated in F.S. §617.0303 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for the corporate purposes. Nothing herein shall authorize this corporation directly or

This Instrument Prepared By:  
Alvaro Castillo B., Esq.  
1390 Brickell Avenue, Suite 200  
Miami, Florida 33131  
(305) 371-5540  
Florida Bar # 611761

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indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-For-Profit Corporation Law, §617.0505.

E. No part of the net earnings of the Foundation shall inure to the benefit of any member, trustee, director, officer of the Foundation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation), and no member, trustee, officer of the Foundation or any private individual shall be entitled to share in the distribution of the corporate assets on the dissolution of the Foundation.

**ARTICLE IV.  
MEMBERSHIP**

The Foundation shall have no capital stock. The Foundation shall have members with such rights as provided in the By-Laws of the Foundation.

**ARTICLE V.  
TERM**

The Foundation shall have perpetual existence and its existence shall commence at the date and time of filing of the Original Charter with the Department of the State of Florida.

**ARTICLE VI  
BOARD OF DIRECTORS**

The number of Directors may be altered from time-to-time by the By-Laws adopted by the shareholders. The manner of election of the Directors shall be stated in the By-Laws. However, the Corporation shall have no less than three (3) Directors nor more than twenty five (25) Directors at any time. The names and addresses of the initial members of the Board of Directors are as follows:

Dennis Martinez	1390 Brickell Avenue Suite 200 Miami, Florida 33131
Luz Martinez	1390 Brickell Avenue Suite 200 Miami, Florida 33131
Roberto Arguello	1390 Brickell Avenue Suite 200 Miami, Florida 33131

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Alvaro Castillo	1390 Brickell Avenue Suite 200 Miami, Florida 33131
Ron Shapiro	1390 Brickell Avenue Suite 200 Miami, Florida 33131
Rev. Francisco Garcia	1390 Brickell Avenue Suite 200 Miami, Florida 33131
Roberto Zamora	1390 Brickell Avenue Suite 200 Miami, Florida 33131
Cardenal Miguel Obando y Bravo	1390 Brickell Avenue Suite 200 Miami, Florida 33131
Esperanza Arostegui	1390 Brickell Avenue Suite 200 Miami, Florida 33131

#### ARTICLE VII.

#### INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Alvaro Castillo B., Esq.  
CASTILLO & ASSOCIATES  
1390 Brickell Avenue  
Suite 200  
Miami, Florida 33131

#### ARTICLE VIII

#### INITIAL OFFICERS

The Foundation shall have a President, Vice-President, Secretary, Assistant Secretary and a Treasurer and such other officers as the Board may from time to time by resolution create. The initial officers shall be elected at the first Board of Directors meeting and shall be thereafter as set forth in the By-Laws of the Foundation. The names of the officers who are to serve until the first election are:

President:	Dennis Martinez
Vice-President:	Luz Martinez

Treasurer: Roberto Arguello and Roberto Zamora  
 Secretary: Alvaro Castillo  
 Asst. Secretary: Ron Shapiro

ARTICLE IX  
 INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name	Address
DENNIS MARTINEZ	c/o 1390 Brickell Avenue Suite 200 Miami, Florida 33131

ARTICLE X.  
 PRINCIPAL OFFICE AND MAILING ADDRESS

The principal mailing address of the Corporation is as follows:

Dennis Martinez Foundation, Inc.  
 c/o CASTILLO & ASSOCIATES  
 1390 Brickell Avenue  
 Suite 200  
 Miami, Florida 33131

ARTICLE XI.  
 COMMENCEMENT DATE

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

ARTICLE XII  
 DISSOLUTION

The Foundation may be dissolved with the assent given in writing and signed by the holders of not less than 75% of the total number of votes. Upon dissolution of the Foundation, the assets of the corporation shall be dedicated, granted, conveyed, assigned to any not-for-profit corporation, association, trust or other organization devoted to similar purposes. Any action taken under this Article is subject to the procedures and requirements of Chapter 617 of the Florida Statutes and may not be suggested to

disqualify the Association as a not for profit corporation under the Internal Revenue Code, as amended.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

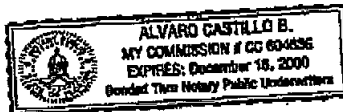
By *Dennis Martinez*  
Dennis Martinez

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, Dennis Martinez, personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 24 day of October, 1999

*Alvaro Castillo B.*  
NOTARY PUBLIC




DATE COMMISSION EXPIRES

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ACCEPTANCE OF REGISTERED AGENT

The Undersigned hereby accepts the foregoing designation as Initial Registered Agent, is familiar with, and agrees to comply with the provisions of law applicable to said designation.

  
Alvaro Castillo B., Esq.  
CASTILLO & ASSOCIATES  
1390 Brickell Avenue  
Suite 200  
Miami, Florida 33131

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