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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: CATHOLIC CINFANT MEDICAL FOUNDATION OF VENEZ

AUDIT NUMBER.....H98000003954

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

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I

Name

The name of the non-profit corporation shall be:

Catholic Infant Medical Foundation of Venezuela in Miami, Corporation

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

1890 SW 57th Avenue
Suite #107
Miami, FL 33155

ARTICLE III

Purposes(s)

The specific purpose(s) for which the corporation is organized is (are):

To raise funds to buy used/and new medical equipment's and medicines to be distributed to medical centers in the Amazonas/(Venezuela).

The specific purpose(s) for which the corporation is organized is for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

The manner in which the directors are elected or appointed is as follows: The President shall preside at all membership meetings. He shall by virtue of his office be Chairman of the Board of Directors. He shall present at each annual meeting of the organization an annual report of the organization. He shall appoint all committees temporary or permanent. He shall see to it that all books, reports and certificates as required by the laws of the State of Florida be properly kept or filed. he shall be one of the officers who may sign the checks or drafts of the organization. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization. Prepared by: Ana Rodriguez

PROFESSIONAL CONSULTANTS
1890 SW 57TH AVE #108
MIAMI, FL 33155
(305) 267-1926

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ARTICLE V
Limitation of corporate powers

This corporation will have all of the powers and facilities provided by the laws of the State of Florida that are allotted and bestowed to a natural or legal person in order to contract and carry out business negotiations and/or dealings in and out of Miami, Florida, as long as said business negotiations and dealing are oriented towards and in accordance with all of the provisions of these Articles of Incorporation.

ARTICLE VI
Initial registered agent address

The name and street address of the initial registered agent is: Flora M. Morales, 9619 Fountainbleu Blvd., #309, Miami, FL 33172

ARTICLE VII
Incorporator

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is(are):

Jose Maria Acebal
9619 Fountainbleu Blvd.
#309
Miami, FL 33172

Flora M. Morales
9619 Fountainbleu Blvd.
#309
Miami, FL 33172

Ana Rodriguez
12820 NW 6 Lane
Miami, FL 33165

Maria Gilmore
2481 NW 7th Street
Miami, FL 33125

Carmen Paternina
10260 SW 34th Street
Miami, FL 33165

The undersigned incorporator has executed these Articles of Incorporation this 26 day of February, 19 98.

Signature of Incorporator:



Jose Maria Acebal
Typed name of incorporator signing

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ARTICLE VIII

This corporation is organized under a non-stock basis. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt for federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contribution to which are deductible under section 170(C)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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ARTICLE IX

Dissolution

Upon 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 the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of any court competent Jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations or organizations, as said Court shall determine, which are organized and operated for such purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal acknowledge and file the foregoing Articles of Incorporation under the laws of the State of Florida, this 26 of February, 1998.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Catholic Infant Medical Foundation of Venezuela in Miami, Corp.
(must include suffix)

2. The name and address of the registered agent and office is:

Flora M. Morales

(NAME)

9619 Fountainbleu Blvd. #309

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Miami, FL 33172

(CITY/STATE/ZIP)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

2-26-98
(DATE)

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