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ARTICLES OF INCORPORATION
OF
INSTITUTO EDISON EDUCATIONAL ENDOWMENT FUND, INC.
TALLAHASSEE, FLORIDA

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: Instituto Edison Educational Endowment Fund, Inc.
The principal place of business and mailing address is: 4221 Azeele Street, Tampa, Florida 33609.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for scientific, educational, and charitable purposes, including, for such purposes, the solicitation and receipt of funds from individuals and other sources to be used for scholarships and financial aid for qualified students, the promotion of educational opportunities and the advancement of education generally.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual notwithstanding any other provision of these Articles; this corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and 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) or corresponding provisions of any subsequent federal tax laws. No substantial part of the activities of this corporation shall be carrying on propaganda, or otherwise attempted to influence legislation

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Fla. Bar No.: 350011

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(except as otherwise provided by Section 501(h) of the Code) and this corporation shall not participate in, or intervene in (including the publication or distribution of statements), and political campaign on behalf of any candidates for public office.

ARTICLE IV

Members

The qualifications of members, if any, and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 4221 Azeele Street, Tampa, Florida 33609, and the name of its initial registered agent at such address is Ana Crespo.

ARTICLE VI

Directors

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The bylaws may also provide that the members of the governing body of the Corporation be designated as trustees or managers or otherwise to the extent permitted by law. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Ana Crespo	4221 Azeele Street Tampa, Florida 33609
Ariel E. Gutierrez	Bankers Finance Tower Suite 2101 Hato Rey, P.R. 00917
Enrique E. Gutierrez	Bankers Finance Tower Suite 2101 Hato Rey, P.R. 00917

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ARTICLE VII
Incorporator

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Ana Crespo	4221 Azeele Street Tampa, Florida 33609

ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its members, if any, for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is proscribed or limited by the provisions of the Florida Business Corporation Act as applicable to this Corporation.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act, to the extent applicable to this Corporation, is amended after the filing of these articles of incorporation of which this Article IX is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited as provided by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the members, if any, of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

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ARTICLE X
Amendment

These articles of incorporation may be amended in the manner provided by law.

ARTICLE XI
Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 17 day of March 1998.


Ana Crespo, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 17 day of March 1998.


Ana Crespo, Registered Agent

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