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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: AKERMAN, SENTERFITT & EIDSON, P.A. ACCT#: 075471001363
CONTACT: ANGELICA MARIA CALABRESE
PHONE: (305)374-5600 FAX #: (305)374-5095

NAME: FOUNDATION FOR ENTREPRENEURSHIP AND STRATEGIC PARTNERING IN THE AMERICAS, IT
AUDIT NUMBER.....H98000009934
DOC TYPE.....FLORIDA NON-PROFIT CORPORATION
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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be: Foundation for Entrepreneurship and Strategic Partnering in the Americas, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation: 2972 Aventura Boulevard, Suite 200, Aventura, Florida 33180.

ARTICLE III. PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are): To promote entrepreneurship in the Americas through training and education.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the By Laws.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET

The name and Florida street address of the initial registered agent are:

American Information Services, Inc.
One S.E. Third Avenue
28th Floor
Miami, Florida 33131

ARTICLE VI. INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation:

Henry H. Raattama, Jr.
One S.E. Third Avenue
28th Floor
Miami, Florida 33131

ARTICLE VII. CHARITABLE ORGANIZATIONS PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

a. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt

Prepared by:
Henry H. Raattama, Jr., Esq.
One S.E. Third Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
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organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

c. Upon dissolution of the organization, 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 law, or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the court of common pleas for the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

He H Rautten
Signature/Incorporator

May 27, 1998
Date

(An additional article must be added if an effective date is requested.)

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.

By Angelica M. Calabrese
Signature/Registered Agent
Angelica M. Calabrese, Vice President

May 27, 1998
Date

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