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MESA, RODRIGUEZ & MACHADO, P.A.

ATTORNEYS AND COUNSELORS

CARLOS M. MACHADO
MANUEL ARTHUR MESA
JUAN J. RODRIGUEZ
ALBERTO J. XIGUES

THE 1000 BRICKELL BUILDING
1000 BRICKELL AVENUE, SUITE 660
MIAMI, FLORIDA 33131-3014

TELEPHONE (305) 377-1000
TELEFAX (305) 377-1055
E-MAIL: mrm.law@internet.mcl.com

AGUSTIN de GOYTISOLO
SENIOR COUNSEL

June 3, 1998

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

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-06/09/98--01032--008
*****87.50 *****87.50

Re: **STOVIR FOUNDATION, INC.**
Articles of Incorporation of Florida corporation not for profit.

Dear Sir/Madam:

For filing amongst your records, enclosed are two original counterparts of the Articles of Incorporation of subject Florida corporation for not profit, appreciating that you return to us a filed copy to our office.

Also enclosed is our check in the amount of \$87.50 covering the following fees and expenses:

Filing fee	\$35.00
Certified copy	<u>52.50</u>
Total fees and costs	<u>\$87.50</u>

Do not hesitate to contact me, should you have any questions.

Sincerely yours,


Agustin de Goytisolo
Senior Counsel

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APPROVED
AND
FILED
98 JUN -9 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUN 11 1998

**ARTICLES OF INCORPORATION OF
STOVIR FOUNDATION, INC.**
(a Florida corporation, not for profit)

APPROVED
AND
FILED
90 JUN -9 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Location of Principal Office

The name of the corporation is **STOVIR FOUNDATION, INC.**, a Florida corporation, not for profit. Its initial office shall be at 720 Northeast 27th Street, Miami, Florida 33137.

ARTICLE II

Limitation of Purposes & Compliance with Tests and Requirements

The corporation is organized exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provision of any future United States internal revenue law) (the "Code"), and to operate as a "supporting organization," within the meaning of Section 509(a)(3) of the Code and the regulations thereunder; and, in furtherance thereof, it shall comply with the Tests and Requirements hereinbelow expressed:

(a) **Organizational Test.**

(1) **In General.** These articles of incorporation hereby:

(i) Limit the purposes of the corporation to one or more of the

purposes set forth in Code Section 509(a)(3)(A);

(ii) Do not empower the corporation organization to engage in activities which are not in furtherance of the purposes referred to in subdivision (i) of this paragraph;

(iii) State, that the "specified" publicly supported organization on whose behalf this corporation is to be operated (within the meaning of Reg. § 1.509(a)-4(d)) is Agrupación Católica Universitaria, Inc., a public charity which is one of the instrumentalities of the Catholic Church of the United States (the "Supported Public Charity"), and is duly registered in the Official Catholic Directory (the "OCD"); and

(iv) Do not empower the corporation to operate to support or benefit any organization other than the Supported Public Charity.

(2) Purposes. The corporation is formed "for the benefit of" (within the meaning of Reg. § 1.509(a)-4(c)(2)) the Supported Public Charity including, but not limited, to its Evangelization efforts throughout the World and, in particular, for and in Cuba.

(3) Limitations. These articles of organization do not and shall not permit the corporation to operate to support or benefit any organization other than the Supported Public Charity.

(b) Specified Organizations. The "specified" publicly supported organization on whose behalf the corporation is to be operated shall be the Supported Public Charity.

(c) **Operational Test.**

(1) **Permissible beneficiaries.** The corporation shall engage solely in activities which support or benefit the Supported Public Charity. Such activities may include making payments to or for the use of, or providing services or facilities for, individual members of the charitable class benefitted by the Supported Public Charity; or supporting or benefiting an organization, other than a private foundation, which is described in section 501(c)(3) and is operated, supervised, or controlled directly by or in connection with the Supported Public Charity, or which is described in section 511(a)(2)(B). No part of the activities of the corporation shall be in furtherance of a purpose other than supporting or benefiting the Supported Public Charity.

(2) **Permissible activities.** The corporation shall not be required to pay over its income to the Supported Public Charity in order to meet the operational test. It may satisfy the test by using its income to carry on an independent activity or program which supports or benefits only the Supported Public Charity; provided, however, that all such support must be limited to permissible beneficiaries under paragraph (c)(1).

(d) **Nature of Relationship Between Organizations.** The corporation shall be "operated, supervised or controlled by" the Supported Public Charity.

(e) **Meaning of "Operated, Supervised, or Controlled by".** The corporation shall be a wholly owned subsidiary of the Supported Public Charity and shall be under the direction of, and accountable or responsible to the Supported Public Charity. A

majority of the officers, directors, or trustees of the corporation shall be appointed or elected by the governing body, members of the governing body, officers acting in their official capacity, or the membership of the Supported Public Charity.

(f) **Control by Disqualified Persons.**

(1) In general. In compliance with section 509(a)(3)(C), the corporation may not be controlled directly or indirectly by one or more disqualified persons (as defined in section 4946) other than foundation managers and other than the Supported Public Charity. If a person who is a disqualified person with respect to the corporation, such as a substantial contributor to the corporation, is appointed or designated as a foundation manager of the corporation by the Supported Public Charity to serve as the representative of the Supported Public Charity, then for purposes of this paragraph such person will be regarded as a disqualified person, rather than as a representative of the Supported Public Charity. An organization will be considered "controlled," for purposes of section 509(a)(3)(C), if the disqualified persons, by aggregating their votes or positions of authority, may require such organization to perform any act which significantly affects its operation or may prevent such organization from performing such act. This includes, but is not limited to, the right of any substantial contributor or his spouse to designate annually the recipients, of the income attributable to his contribution to the corporation. Except as provided in subparagraph (2) of this paragraph, the corporation will be considered to be controlled directly or indirectly by one or

more disqualified persons if the voting power of such persons is 50 percent or more of the total voting power of the organization's governing body or if one or more of such persons have the right to exercise veto power over the actions of the corporation.

(2) Proof of independent control. Notwithstanding subparagraph (1) of this paragraph, the organization is permitted to establish to the satisfaction of the Commissioner of Internal Revenue that the disqualified persons do not directly or indirectly control it.

ARTICLE III

Limitations as to activities, dedication and distribution of Assets

(a) Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal income tax under section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

(b) No part of the net earnings of the corporation shall inure to the benefit of any Member, Director, or 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 no Member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

(c) In the event of dissolution of the corporation, its residual assets will be

distributed to the sole Member of the corporation, Agrupación Católica Universitaria, Inc., or if such public charity is no longer in existence and good standing or has failed to qualify as an exempt organization described in section 501(c)(3) and 170(c)(2) of the Code, or to the Federal, State, or local government (an "Exempt Organization"), then, and in that event, such residual assets will be distributed to the Jesuit Fathers of the Province of the Antilles, Inc. (the "Jesuit Fathers"), another Exempt Organization of the Catholic Church of the United States and duly registered in the "OCD"; provided, however, that if the Jesuit Fathers is no longer in existence and good standing or has ceased to be an Exempt Organization then, and in that event, the residual assets of the corporation on dissolution will be distributed to the one or more organizations which themselves are exempt as organizations described in section 501(c)(3) and 170(c)(2) of the Code, or to the Federal, State, or local government for exclusive public purposes.

(d) If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none, the Florida registered office) of the corporation is located shall dispose of such assets exclusively for the purposes stated in Article IV herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such section 501(c)(3), as said court shall determine.

ARTICLE IV

Management of Corporate Affairs

(a) **Sole Member.** The sole member of the corporation is Agrupación Católica Universitaria, Inc., a public charity listed which is one of the charitable organization of the Catholic Church of the United States and is duly registered in the "OCD".

(b) **Board of Directors.** The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have nine (9) Directors initially. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The method of selection of Directors is stated on the Bylaws of this corporation.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Directors shall collectively consent in writing to such action. Such written consent or consents shall

be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the Board of Directors are as follows:

Names of Directors:

Their Addresses:

Rev. Fr. Amando Llorente, S.J.

720 Northeast 27th Street, Miami FL 33137,

Ramón Domínguez, P.E.

14001 Drake Drive, Rockville MD 20853,

José M. de Lasa, Esq.

1120 North Lake Shore Drive, Apt. 6-B, Chicago IL 60611,

David J. Cabarrocas AIA

4086 El Prado Boulevard, Coconut Grove FL 33133,

César Baró, M.D.

3847 Winding Lake Circle, Orlando FL 32835,

José Andrés Rionda, Jr.

36 Page Hill Road, Far Hills NJ 07931,

Jesús León P.E.

8405 Oakton Lane, Apartment 3-A, Ellicott City MD 21043,

Agustín de Goytisolo, Esq.

4810 Alhambra Circle, Coral Gables FL 33146-1615, and

Raúl J. Salas, Esq.

1411 Mantua Avenue, Coral Gables FL 33146

(c) **Committees of the Board:**

(i) **Executive Committee.** The Board of Directors, amongst its members, may appoint a standing committee named the Executive Committee with the power to exercise, between meetings of the Board of Directors, any and all powers conferred on or duties imposed upon the Board of Directors, except that the Executive Committee shall not have the authority to remove members of the Board of Directors or fill vacancies therein, amend or repeal the Bylaws or prior Board of Directors' action without the express consent thereof.

(ii) **Other Committees.** The Board of Directors may establish one or more other committees, whether standing (i.e., appointed for a term) or select (i.e., appointed for a special purpose), to carry out the purposes of the Corporation including, but not limited to, a Board of Advisors (the "BA") composed of members of the Board of Directors and persons who do not hold such office with fund raising, management, investment, financial or similar expertise, to represent an official action vehicle to energize and sustain the corporation and its activities.

(d) **Corporate Officers.** The Board of Directors shall elect the following Officers: a President, one or more Vice Presidents, a Secretary and a Treasurer, as well as such other Officers as the Bylaws may authorize. The initial officers shall be the persons indicated below after their respective names, to hold office until the first annual meeting of the Board of Directors and, further, until their successors are designated and take office:

Name of Officer:

Office:

Chairperson

President

Vice Presidents

Rev. F. Amando Llorente, S.J.

José M. de Lasa, Esq.

Ramón Domínguez II,

Jesús León P.E.,

David J. Cabarrocas, and

José Andrés Rionda

Secretary

Agustín de Goytisoló, Esq.

Treasurer & Assistant Secretary

Raúl J. Salas, Esq.

Assistant Treasurer

César Felipe Baró CPA

ARTICLE VI

INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified and held harmless by the corporation against all claims, costs and expenses (including reasonable counsel fees) in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him). The right to indemnification, and the scope thereof, shall not be less than that provided by Section 617.0834, Florida Statutes as amended from time to time. Such right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE VII

Bylaws

The Board of Directors of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE VIII

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by the Members of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE IX

Initial Registered Office and Agent

The name and address of the initial registered agent of the corporation is Agustín de Goytisolo, P.A., a professional corporation with offices at 1000 Brickell Avenue, suite 660, Miami FL 33131-3014.

ARTICLE X




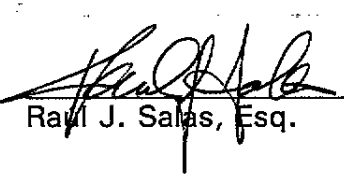
Incorporators

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

Name of Incorporators: Incorporators' Addresses:

José M. de Lasa, Esq.	1120 North Lake Shore Drive, Apt. 6-B, Chicago IL 60611,
David J. Cabarrocas AIA	4086 El Prado Boulevard, Coconut Grove FL 33133,
Agustín de Goytisolo, Esq.	4810 Alhambra Circle, Coral Gables FL 33146-1615, and
Raúl J. Salas, Esq.	1411 Mantua Avenue, Coral Gables FL 33146

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation as of the first day of June, 1998, for the purpose of forming the corporation not for profit under the laws of the State of Florida.

 _____ José M. de Lasa, Esq.	 _____ David J. Cabarrocas AIA
 _____ Agustín de Goytisolo, Esq.	 _____ Raúl J. Salas, Esq.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

DATED THIS 15th DAY OF June, 1998

AGUSTIN DE GOYTISOLO, P.A.

By: 

Agustín de Goytisolo, Esq.
President
(REGISTERED AGENT)

APPROVED
AND
FILED
98 JUN -9 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA