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Chart Number Only

7/21/98. Adelow

Tescher Chaves

Requestor's Name  
9100 S. Dadeland Blvd. #1707

Address  
Miami, FL 33156

City State ZIP Phone  
670-0444

VALIDATION ONLY

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\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

The Marielle Gomez-Kaifer Conservation  
And Research Support Foundation, Inc.

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input checked="" type="checkbox"/> NonProfit      | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation               | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> Walk In                   | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> After 4:30                 |
|  |  | <input type="checkbox"/> Mail Out                   |

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TALLAHASSEE FLORIDA

Empire Toll Free: 1-800-432-3028

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July 20, 1998

REPLY TO: Miami

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

*Re: The Marielle Gomez-Kaifer Conservation and Research  
Support Foundation, Inc.*

Gentlemen:

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above-named Florida not-for-profit corporation.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

1. Filing fee, \$35.00
2. Certified copy fee, \$52.50, and
3. Registered agent designation, \$35.00

Please file the enclosed articles of incorporation and advise the undersigned as soon as this has been completed.

Thank you for your courtesies in this matter.

Very truly yours,

*Donald R. Tescher*  
DONALD R. TESCHER *per*

DRT\an  
encs.

*ARTICLES OF INCORPORATION*  
*OF*  
*THE MARIELLE GOMEZ-KAIFER CONSERVATION*  
*AND RESEARCH SUPPORT FOUNDATION, INC.*

*(A Corporation Not for Profit)*

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TALLAHASSEE FLORIDA

I, the undersigned, acting as incorporator of a corporation, being a natural person of the age of twenty-one years or more and a citizen of the United States, pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation:

*ARTICLE I*

*NAME OF CORPORATION*

The name of the corporation shall be:

THE MARIELLE GOMEZ-KAIFER CONSERVATION AND RESEARCH  
SUPPORT FOUNDATION, INC.

*ARTICLE II*

*DURATION*

The period of the duration of this corporation shall be perpetual, unless dissolved according to law. The effective date shall be the date of the filing with the Florida Secretary of State.

*ARTICLE III*

*PURPOSES, POWERS & LIMITATIONS*

1. The corporation is organized on a non-stock basis exclusively for charitable, scientific, literary, religious, and educational purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and hereafter amended (the "Code"), and the corporation shall have such powers as are necessary or proper to accomplish such purposes.

2. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income

tax under Code Section 501(c)(3), (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or (c) by a not for profit corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the corporation's members, directors, 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 contributions in furtherance of the purposes set forth in this article.

4. No substantial part of the activities of the corporation shall be the 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 any candidate for public office.

5. The corporation, during any period when it is a "private foundation" under Code Section 509(a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941(a), (2) retain any excess business holdings as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943(a), (3) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944 so as to give rise to any liability for the tax imposed by Code Section 4944, (4) make any taxable expenditures as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945(a), or (5) fail to distribute, for the purposes specified in these articles, for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942(a).

#### *ARTICLE IV*

##### *MEMBERS*

The provision for qualification of members, classes of members, and the manner of their admission shall be provided in the bylaws.

#### *ARTICLE V*

##### *BOARD OF DIRECTORS*

1. The corporation shall be managed by the Board of Directors. This corporation shall have (3) directors who will be designated as a board of directors. The number of directors may be varied from time to time, by the bylaws, but shall never be less than three (3).

2. The directors do not have to be members of the corporation.

3. The directors shall be elected and hold office in accordance with the bylaws.

4. The names and addresses of the persons who are to serve as the initial directors of the corporation are:

<i>NAME</i>	<i>ADDRESS</i>
Marielle Gomez Kaifer	3610 Durango St. Coral Gables, FL 33134
Barbara Wilson Gomez	1535 Trillo Ave. Coral Gables, FL 33146
Donald R. Tescher	2101 Corporate Blvd., #107 Boca Raton, FL 33431

#### *ARTICLE VI*

##### *DISTRIBUTION OF ASSETS UPON DISSOLUTION*

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt organizations described in Code Sections 501(c)(3) and 170(c)(2) or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusively public purposes.

#### *ARTICLE VII*

##### *INCORPORATOR*

The name and address of the incorporator is:

Marielle Gomez-Kaifer  
3610 Durango St.  
Coral Gables, FL 33134

*ARTICLE VIII*

*REGISTERED OFFICE AND AGENT*

The initial registered office of this corporation shall be at Suite 107, 2101 Corporate Blvd., Boca Raton, Florida 33431, and the name of its initial registered agent shall be M & W Agents, Inc., Donald R. Tescher, President.

*ARTICLE IX*

*ADDRESS*

The address of the principal office of the corporation is 3610 Durango St., Coral Gables, Florida 33134, and its mailing address is the same.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16 day of July, 1998.

  
MARIELLE GOMEZ KAIFER  
Incorporator

*ACKNOWLEDGMENT OF REGISTERED AGENT*

Having been named as Registered Agent for The Marielle Gomez-Kaifer Conservation and Research / Support Foundation, Inc. at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of law in relation thereto.

M & W AGENTS, INC.

  
DONALD R. TESCHER, President

an\kaifer\articles.inc

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