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ACCT#: 072100000120

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NAME: MAS TEC EMPLOYEES CHARITABLE FOUNDATION, INC

AUDIT NUMBER.....H98000014455

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

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**ARTICLES OF INCORPORATION  
OF  
MAS TEC EMPLOYEES CHARITABLE FOUNDATION, INC.**

**ARTICLE I. - NAME**

The name of this Corporation is the Mas Tec Employees Charitable Foundation, Inc.

**ARTICLE II. - PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is:

Mas Tec Employees Charitable Foundation, Inc.  
3155 Northwest 77th Avenue, Suite 130  
Miami, FL 33122-12050  
Attn.: Sarah Articono

**ARTICLE III. - ENABLING LAW**

This Corporation is organized pursuant to the "Corporations Not For Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes.

**ARTICLE IV. - DURATION**

The Corporation shall have perpetual existence.

**ARTICLE V. - PURPOSES AND POWERS**

A. This Corporation is organized and shall be operated exclusively for religious, charitable, education, sports, athletic and recreational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, but not in limitation of the foregoing, this Corporation is organized for the purpose of the relief of poverty or human distress in the Greater Miami Area; the improvement of conditions of individuals

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suffering from catastrophic events; relief for the homeless; fostering improvement of community relations; and assisting those charitable organizations which we qualified under Section (a)(1) of the Code.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustee, 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 tax exempt purposes set forth herein.

C. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by a corporation as defined in Section 617.0105, Fla. Stat. (1995). Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise of any powers that are not in furtherance of the primary purposes of this Corporation.

D. No substantial part of the activities of this Corporation shall involve itself in propaganda or otherwise attempt to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

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E. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote religious, charitable, scientific, educational, sports, athletic and recreational purposes.

#### **ARTICLE VI. - MEMBERSHIP**

Membership in this Corporation shall be open to any person, family, corporation, or other entity upon receipt by the Corporation of a written application and payment of an annual fee (if not waived) to be established by the Board of Trustees. Admission to membership in the Corporation shall be by a majority vote of the Board of Trustees. The authorized number, the different classes of membership, dues (if any), and other obligations, rights and privileges of members and the termination of membership shall be as set forth in the Bylaws of this Corporation.

#### **ARTICLE VII. - MANAGEMENT OF CORPORATE AFFAIRS**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Trustees, as provided in the Bylaws.

#### **ARTICLE VIII. - BOARD OF TRUSTEES**

The Board of Trustees shall be composed of members who shall be elected or appointed as set forth in the Bylaws. The number of Trustees may be increased or decreased from time to time as the Board may determine, however, the number of Trustees shall not be less than three. The initial members of the Board of Trustees shall be appointed as provided in the Bylaws.

#### **ARTICLE IX. - DISSOLUTION**

This Corporation shall be dissolved and its affairs concluded by two-thirds vote of the

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Corporation's members eligible to vote. All the property and assets of this Corporation are and shall be irrevocably dedicated to religious, charitable, educational, sports, athletic and recreational purposes meeting the requirements for exemptions provided by Section 501(c)(3) of the Code, as amended. No part of said property or assets shall ever inure to the benefit of any member, Trustee or Officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation provision for payment of all debts and liabilities of this Corporation shall be made to the extent assets are available. If after payment of all such debts and liabilities there remains any Corporate assets, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth or then such assets shall be distributed to an organization being operated for charitable purposes which are similar to the purposes of the Corporation, provided that such organization is qualified as an exempt organization under Section 501(c)(3). Any such assets not so disposed shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine.

**ARTICLE X. - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133 and the initial registered agent of this Corporation at such office shall be Gregory St. John, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE XI - INCORPORATOR**

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The name and street address of the person signing these Articles of Incorporation is:

**Name****Address**

Gregory St. John

2601 S. Bayshore Drive  
Suite 1600  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  
4th day of August, 1998.

  
\_\_\_\_\_  
Gregory St. John, Incorporator**ACCEPTANCE OF APPOINTMENT****OF****REGISTERED AGENT**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of Mas Tec Employees Charitable Foundation, Inc. at the place designated in this certificate and the undersigned agrees to accept such appointment and agrees to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of Section 617.0501, Florida Statutes.

Date: August 4, 1998

  
\_\_\_\_\_  
Gregory St. John, Registered AgentSECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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