

**AMERILAWYER®**  
(Requestor's Name)

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343 ALMERIA AVENUE

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CORAL GABLES, FL 33134 - (305) 445-2700

98 OCT 15 AM 8:50  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 OFFICE USE ONLY

FILED

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. AMERICAN PATHWAY FOUNDATION, INC.  
(Corporation Name) (Document #)
2. NA 98000005871  
(Corporation Name) (Document #)
3. NA 98000005871  
(Corporation Name) (Document #)
4. NA 98000005871  
(Corporation Name) (Document #)

Walk-In   
  Pick up time ASAP   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA  
 DEPARTMENT OF STATE  
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Examiner's Initials	
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10/15/98

**ARTICLES OF INCORPORATION  
OF  
AMERICAN PATHWAY FOUNDATION, INC.**

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98 OCT 15 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation is naturally a person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **AMERICAN PATHWAY FOUNDATION, INC.**, (hereinafter "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation is organized exclusively to bolster community and economic development by implementing marketing programs to encourage meaningful employment and economic expansion of private enterprise in order to improve the quality of life for the community at large. In addition, the corporation will act as advisors and consultants to governments, corporate, and private sectors, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE 3 - PROHIBITIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purposes set forth in Article Second hereof. No substantial part of the activities of the Corporation shall be 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.



**ARTICLE 4 - DIRECTORS**

The Directors shall be elected by a majority vote of the Members of this Corporation. The Directors of the Corporation shall be:

Keith Robert Gordon  
Thomas J. Dinapoli  
Robert M. Gordon

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President: Keith Robert Gordon  
Vice President: Thomas J. Dinapoli  
Secretary: Keith Robert Gordon  
Treasurer: Keith Robert Gordon

**ARTICLE 6 - PRINCIPAL OFFICE**

The principal office of this Corporation is 10585 Southwest 109 Court, Suite 210b, Miami, Florida 33176 and the mailing address is the same.

**ARTICLE 7 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 8 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE 9 - CAPITAL STOCK**

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

**ARTICLE 10 - QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.



### **ARTICLE 11 - VOTING RIGHTS**

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

### **ARTICLE 12 - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

### **ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

### **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

### **ARTICLE 15 - AMENDMENT**

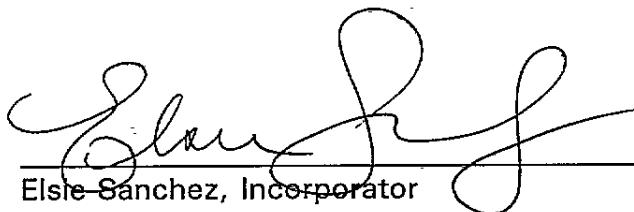
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

### **ARTICLE 16 - DISSOLUTION**

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction 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, which are organized and operated exclusively for such purposes.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this OCT 15 1998.

  
Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer®

By: 

Natalia Utrera, Vice President

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

