

LAW OFFICES
MITRANI, RYNOR, ADAMSKY, MACAULAY & ZORRILLA, P.A.

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N99000003008

Miami, May 10, 1999

Secretary of State
Division of Corporations
709 E. Gaines Street
Tallahassee, Florida 32399

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-05/12/99--01068--017
*****78.75 *****78.75

Re: Orphans of The Americas, Inc.

Gentlemen:

Enclosed are the original and a copy of the Articles of incorporation for Orphans of The Americas, Inc., and a check in the amount of \$ 78.75 for the filing fee. Please return the copy file stamped in the enclosed envelope.

If you have any questions, please call me.

Sincerely

Federico Jenkins

Federico Jenkins

Federico Jenkins GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Memorandum of Election, Principle and*
DATE *5-14-99*
DCC. EXAM *QB*

FILED
MAY 12 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QB
5-14-99
ce

ARTICLES OF INCORPORATION

OF

ORPHANS OF THE AMERICAS, Inc.

A NON-PROFIT CORPORATION

FILED
99 MAY 12 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, in order to form a non-profit corporation under the laws of the state of Florida, adopts the following Articles of Incorporation:

ONE: The name of this corporation is Orphans of The Americas, Inc.

One S.E. Third Ave., Ste. 2200, Miami, Florida 33131

TWO: The name and address of the registered agent of this corporation are:

Robert B. Macaulay

One SE Third Avenue, Suite 2200

Miami, Florida 33131

THREE: The specific purposes for which this corporation is organized are to aid and provide relief to orphans, distressed and/or underprivileged children.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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(s) of any future federal tax code.

FOUR: The number of initial directors of this corporation is three. Their names and addresses are as follows:

Amelia Lizano
One SE Third Avenue, Ste. 2200
Miami, Florida 33131

Rocio Moreno
One SE Third Avenue, Ste 2200
Miami, Florida 33131

Federico Jenkins
One SE Third Avenue, Ste 2200
Miami, Florida 33131

FIVE: The name and address of the incorporator of this corporation are:

Robert B. Macaulay
One SE Third Ave, Suite 2200
Miami, Florida 33131

SIX: The period of duration of this corporation is perpetual.

SEVEN: The Corporation shall indemnify any officer or director, or any former officer or director, of the corporation to the fullest extent permitted by law.

EIGHT: The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

The manner in which the Directors are Elected are as stated in the bylaws.
This corporation shall have one class of membership. Any person shall be qualified to become a member upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The

method and time of payment of dues shall be determined, and may be changed, from time to time, by the board of directors. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

NINE: Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.


Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not

Pursuant to the provisions of Section 617.0501, Florida Statutes, and having been named to accept service of process for Orphans of the Americas, Inc. at the place designated in the Articles of Incorporation, Robert B.

Macaulay agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: May 10th, 1999


Robert B. Macaulay

C:.....mramz/orphans.art

FILED
99 MAY 12 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA