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OFFICE USE ONLY

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

1. DON QUIXOTE FOUNDATION  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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<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
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Other

FILED  
99 MAY 25 PM 1:00  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

RECEIVED  
99 MAY 25 AM 11:28  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA  
DEPARTMENT OF STATE

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF THE**

DON QUIXOTE FOUNDATION, *Inc*  
(A corporation not-for-profits)

FILED  
99 MAY 25 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned hereby certifies that the following are the Articles of Incorporation of Don Quixote Foundation, a Florida not-for-profit corporation (the "Corporation"), which:

**ARTICLE I. NAME AND ADDRESS OF PRINCIPAL OFFICE**

The name of this corporation is Don Quixote Foundation, <sup>*Inc*</sup> Its principal office and mailing address is:

905 Brickell Bay Drive Unit 230  
Miami, Fl 33131

**ARTICLE II. ENABLING LAW**

This Corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not-for-profit.

**ARTICLE III. PURPOSE AND POWER**

The purposes for which this Corporation is organized are:

A. Exclusively charitable, cultural, literary and educational within the meaning of S 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code"), and notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax Under Code S 501(c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

B. The Corporation's purposes shall include, but are not limited to:

- i) To help feed the needy
- ii) To donate money to charitable organization that require financial assistance

- iii) To do all such acts as are necessary to carry out the purposes set forth in these Articles of Incorporation and as are permitted by law and the Code or its corresponding treasury Regulation for an entity which qualifies under Code S 501(c)(3).
- C) This Corporation is a not-for-profit corporation organized pursuant and shall be operated exclusively for educational, charitable, scientific and literary purposes.
- D) This Corporation does not contemplate any pecuniary gain or profit to members, directors or officers thereof and no part of any earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and the Corporation may reimburse its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation), and no member, director or officer of the Corporation, or any other private individual, shall be entitled to share the distribution of any not for profit corporation described in code 501(c)(3) and 170 (c)(2) as specified below.
- E) No substantial part of the activity of the Corporation shall include or consist of the carrying on of propaganda or otherwise to influence legislation. This corporation shall not participate in or intervene in or do any other act in connection with any political campaign on behalf of any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate)
- F) All the property of this corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all the liabilities of the Corporation, be distributed to one or more organization which are organized and exist exclusively for educational, scientific, charitable, or literary purpose, which at the time of such dissolution, qualify as an exempt organization under code 501(c)(3), 170 (c)(2) and 509(a)(1) or (2) or any corresponding section of any prior or future Internal Revenue Code, or to the United States, the State of Florida, the county of Miami Dade or other local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purpose, as said court shall determine. In no event shall the assets or the property of the Corporation or the proceeds of such assets or property, upon dissolution, go or be distributed to the members of the Corporation, either for reimbursement of any sums subscribed, donated or contributed by such member or for any other purpose.

#### **ARTICLE IV - TERM**

The period of duration of the Corporation is perpetual unless dissolved according to law

## **ARTICLE V - INCORPORATOR**

The name and address of the incorporator of this Corporation is **Manuel Martinez**

905 Brickell Bay Drive Unit 230  
Miami, Fl 33131

## **ARTICLE VI, INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation

Manuel Martinez  
905 Brickell Bay Drive Unit 230  
Miami, Fl 33131

## **ARTICLE VII MANNER IN WHICH THE BOARD OF DIRECTORS ARE APPOINTED**

The manner in which the Board of Directors will appoint elected and hold office shall be as set forth in the by-laws of this Corporation.

## **ARTICLE VIII - BY LAWS**

The power to adopt, alter, amend or appeal the by-laws shall be vested in the Board of Directors, and the by-laws shall be hereby adopted at the first meeting of the Board of Directors. Such by-laws may be amended or repealed in whole or in part in the manner provided therein. Any amendment to the by-laws shall be binding on all members of this Corporation.

## **ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes.

## **ARTICLE X**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, and such amendment to these Articles of Incorporation may be proposed by a director and presented as provided in the by-laws to a

quorum (as defined therein) of the Board of Directors for their vote; amendments may be adopted by a majority of the members of the Board of Directors of the Corporation at a meeting in which a quorum exists.

#### ARTICLE XI

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number of directors herein provided shall be set forth in the by-laws of the Corporation. The number of directors herein provided shall be set forth in the by-laws of the Corporation.

#### ARTICLES XII - MEMBERS

This Corporation shall have no capital stock. This corporation shall have members with such rights as provided in the by-laws of the Corporation.

IN WITNESS WHEREOF, The undersigned President of the Corporation have executed these Articles of Incorporation, this 14th day of May 1999.

ATTEST:

Don Quixote Foundation

by: 

Manuel Martinez, President /Incorporator/Registered Agent.

Hereby accept the duties and responsibilities as Registered Agent.

**FILED**  
99 MAY 25 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA