

, Division of Corporations

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Division of Corporations  
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## FLORIDA NON-PROFIT CORPORATION

BIV Miami/Solidaridad Con Venezuela, Inc.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 21, 1999

RUDEN, MCCLOSKEY

SUBJECT: BIV MIAMI/SOLIDARIDAD CON VENEZUELA, INC.  
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H99-325987

**ARTICLES OF INCORPORATION**

**OF**

**BIV MIAMI/SOLIDARIDAD CON VENEZUELA, INC.**  
(Translation: BIV Miami/Solidarity with Venezuela, Inc.)

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THE UNDERSIGNED, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**Name**

The name of the Corporation shall be BIV MIAMI/SOLIDARIDAD CON VENEZUELA, INC.

**ARTICLE II**

**Principal Office**

The address of the principal office of the Corporation is 1101 Brickell Avenue, Suite 900 South, Miami, Florida 33131.

**ARTICLE III**

**Purpose**

The purposes for which this Corporation is formed are to:

- A. Provide financial support to any organization organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code Section 501(c)(3). Providing financial support to charitable organizations, such as the Venezuelan Red Cross and the Catholic Church in Venezuela, furnishing disaster relief to the Venezuelan people that have been devastated

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by the floods and mudslides that occurred in December 1999 which have battered a substantial portion of Venezuela is specifically within the Corporation's charitable purpose.

B. Raise, receive, maintain, and invest funds, and to allocate and apply such funds to support the Corporation's funding of charitable organizations in general together with those charities involved with the Venezuelan disaster relief effort in particular.

C. Do all things that are incident or conducive, directly or indirectly, to the attainment of the above-mentioned purposes.

#### ARTICLE IV

##### Powers

The Corporation shall have all of the common law and statutory powers of a not-for-profit corporation organized under the Not-For-Profit Corporation Act of the State of Florida. Without in any way limiting the generality of the preceding sentence, the Corporation shall have the power to do any and all things necessary and proper for the accomplishment of its purposes, including, but not limited to, the power to:

A. Make donations, gifts, contributions, and loans from the net income or assets of the Corporation exclusively for the purposes set forth in these Articles of Incorporation;

B. Accept by donation, gift, devise, bequest, or otherwise, property of every kind and description;

C. Borrow and/or solicit funds for furtherance of the Corporation's purposes; and

D. Purchase, lease, acquire, hold, invest, reinvest, use, mortgage, pledge, sell, assign, transfer, or otherwise dispose of both real and personal property, tangible and intangible, of every kind and description, and any interest in any property; and to exercise in respect of any and all property any and all rights and privileges of joint or sole ownership.

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## ARTICLE V

### Limitations

- A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.
- B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.
- C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.
- D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:
1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
  2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

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3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

#### ARTICLE VI

##### Distributions of Surplus on Dissolution

In the event of liquidation, dissolution or other discontinuance of the business and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to private individuals or entities, but after making provision for the payment of all the liabilities of the Corporation, the remaining assets shall be distributed to such organization or organizations described in Code Section 501(c)(3) as the Board of Directors shall consider most nearly meets the objectives and purposes of the Corporation.

#### ARTICLE VII

##### Incorporator

The name of the Incorporator of this Corporation is ~~Idelfonso~~ Ferrer, and the address of said Incorporator is 1101 Brickell Avenue, Suite 900 South, Miami, Florida 33131.

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## ARTICLE VIII

### Officers

The day-to-day affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Treasurer, Secretary, and such other Officers as shall be hereafter provided for in the Bylaws of the Corporation. The Officers of the Corporation shall be appointed each year by the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the day-to-day affairs of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or except as shall be otherwise reserved to the Board of Directors.

## ARTICLE IX

### Board of Directors

1. The number of persons constituting the initial Board of Directors ("Board") shall be three (3). However, the Board may, in its discretion, by majority vote of the Board present at a duly convened meeting of the Board, determine to increase or decrease the number of members of the Board, but in no event shall such number be fewer than three (3). The method of election or appointment of the Board shall be determined by the Bylaws of the Corporation to be hereafter adopted.

2. The names and addresses of the initial Board are as follows:

- |     |                      |  |
|-----|----------------------|--|
| (a) | Fernando Alvarez Paz | 1101 Brickell Avenue<br>Suite 900 South<br>Miami, FL 33131 |
| (b) | Jorge Gamboa         | 1101 Brickell Avenue<br>Suite 900 South<br>Miami, FL 33131 |

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(c) Idelfonso Ferrer

ILDEFONSO

1101 Brickell Avenue  
Suite 900 South  
Miami, FL 33131

3. All powers of the Board in the management of the day-to-day affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or except as shall be otherwise reserved to the Board.

#### ARTICLE X

##### Bylaws

Bylaws shall be adopted, altered, amended, or replaced by a majority vote of the Board and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

#### ARTICLE XI

##### Initial Registered Office and Agent

As set forth in the registered agent's written acceptance of his appointment, which shall be delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent of the Corporation is ILDEFONSO Idelfonso Ferrer, 1101 Brickell Avenue, Suite 900 South, Miami, Florida 33131.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 20<sup>th</sup> day of December, 1999.

  
Idelfonso Ferrer, Incorporator  
ILDEFONSO

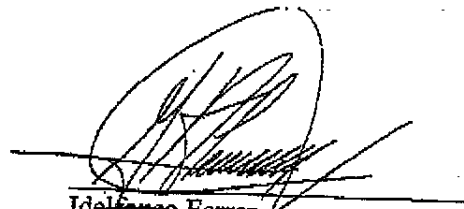
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**ACCEPTANCE OF DESIGNATION AS  
REGISTERED AGENT**

*ILDEFONSO*  
The undersigned, ~~Idelfonso Ferrer~~, hereby accepts appointment as the initial registered agent of BIV MIAMI/SOLIDARIDAD CON VENEZUELA, INC., as set forth in the foregoing Articles of Incorporation.

  
~~Idelfonso Ferrer~~  
*ILDEFONSO*

Dated: December 20<sup>th</sup>, 1999

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