

NO70000001836

Division of Corporations

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Florida Department of State
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To: Division of Corporations
Fax Number : (850)205-0381
From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

FOUNDATION MANAGEMENT SOCIETY USA, CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FOUNDATION MANAGEMENT SOCIETY USA, CORP.

1. The name of the Corporation is as follows:

FOUNDATION MANAGEMENT SOCIETY USA, CORP.

2. The principal office and mailing address of the initial registered office of the Corporation in the State of Florida is as follows:

c/o PERRY LEVIN
111 S.W. 5th Avenue - Suite 201
Miami, Florida 33130

3. The purpose of the Corporation is as follows:

The Corporation is incorporated as a nonprofit corporation, organized for charitable, humanitarian, educational, cultural, health, and scientific purposes, and any other related or corresponding charitable purposes by the distribution of funds for said purposes, pursuant to the Florida Corporation Not for Profit Law set forth in Chapter 617 of the Florida Statutes and within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

In furtherance of these purposes, the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit Corporations.

4. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Articles of Incorporation
FOUNDATION MANAGEMENT SOCIETY USA, CORP.

- 5. The Corporation is to be organized on a nonstock basis.
- 6. The Corporation shall be a membership organization composed of those people listed as the initial Board of Directors and all other persons or organizations elected/selected for membership as provided in the by-laws.
- 7. The names and address of the Incorporator and Registered Agent of the Corporation are as follows:

JOEL I LEVIN - INCORPORATOR	PERRY K. LEVIN - REGISTERED AGENT
260 Crandon Blvd. Suite 32 # 146	260 Ocean Drive Suite # 28
Key Biscayne, FL 33149	Miami Beach, FL 33139

- 8. The term of existence of the Corporation shall be perpetual.
- 9. The Corporation shall be governed by a Board of Directors which shall consist of such numbers of directors as may be fixed from time to time by the Board of Directors of the Corporation in its By-laws, but in no event shall the Board of Directors of the Corporation consist of fewer than three (3) directors.

JOEL I LEVIN, -	- 260 Crandon Blvd. Suite 32 # 146
ED/S	Key Biscayne, FL 33149
PERRY K. LEVIN	- 260 Ocean Dr. - Apt. 28
D/VP/	Miami Beach, FL 33139
JOSE A. FONT	- 1417 West Flagler
D/	Miami, FL 33135
Bishop Lonzie Hunt	- 1776 N.W. 57 th Street
D/ RM	Miami, Florida 33142

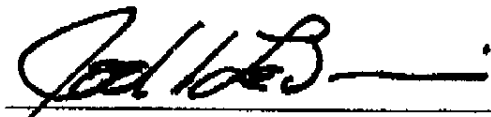
The initial Directors shall be to serve until appointment of their successors. Subsequent elections of Directors shall be held at the annual meeting of the Board of Directors, with such elections held under the appropriate provisions of the Bylaws of the Corporation. In the event that a vacancy occurs during the term of any Director or Directors on said Board of Directors of this Corporation, whether caused by resignation, removal or death of any such Director or Directors, or for any reason whatsoever, such vacancy shall be filled by an appointment for the remainder of such term by a majority vote carried by the Board of Directors. In the event of a stalemate, a deciding vote will be cast by the presiding president of the Corporation. Any Director or Directors on said Board of Directors of this Corporation may resign by delivering a written notice of such resignation to the Board of Directors.

FOUNDATION MANAGEMENT SOCIETY USA, CORP.

- 10. Notwithstanding any other provision 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 described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations, as they now exist or as they may hereafter be amended. In addition, notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry out any activities not permitted to be conducted or carried on by an organization contributions to which are deductible under Section 170 of said Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.

- 11. Upon dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organizations which are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law, as the board of directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located to such organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or in accordance with the corresponding provisions of an subsequent United States Internal Revenue law, as such court shall determine.

IN TESTIMONY WHEREOF, THE INCORPORATOR HAS SIGNED THESE ARTICLES OF INCORPORATION OF THE CORPORATION THIS 13th DAY OF FEBRUARY, 2007.



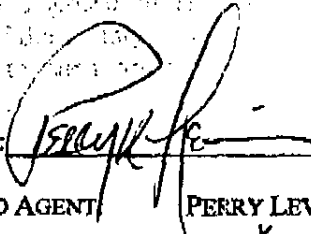
 JOEL I LEVIN, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

George J. Hens
even in the case of
a corporation that
is not a resident of
this state.

Secretary of State
Tallahassee, Florida
I hereby certify that
the foregoing is a true
and correct copy of the
original as filed in my
office.

SIGNATURE: 
REGISTERED AGENT, PERRY LEVIN
K

DATE: February 13, 2007