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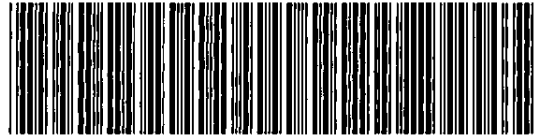
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TALLAHASSEE, FLORIDA

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REV. FERMIN I. CASTANEDAS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**2<sup>ND</sup> CHANCE AT LIFE, CORP.**

**Y2009**

ARTICLES OF INCORPORATION OF

**FILED**

**2nd CHANCE AT LIFE, CORP.**

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**A Florida Non-Profit Organization**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

The name of this corporation is:  
**2<sup>nd</sup> CHANCE AT LIFE, CORP.**

**ARTICLE II**

**Statement of Corporate Nature**

This is a non-profit corporation organized solely for purposes pursuant to the Florida not For Profit Corporation Act.

**ARTICLE III**

**Purposes**

The specific and primary purpose for which this corporation is formed shall be to:  
1) **Help** Ex-offenders rehabilitate themselves back into society through Education and Spiritual Support, and to facilitate the re-start of a new and correct life in order to become productive citizens in the community they live; 2) **Provide** Educational and Support Services to prevent: a) Abuses of Fathers to their children (and vice versa); b) Physical and Psychological Domestic Violence. c) Alcoholism, Drug Addicts and Community Crimes. 3) **To assist** the Local Police Department, and any other government agency to combat the Crime and Gangs. To educate our people in keeping the family moral values. Any other community activity related with our purposes in order to improve the quality of life of our citizens.

**ARTICLE IV**

**Dedication of Assets**

The property of this corporation shall never inure in the benefit of any director, officer, or member thereof, or to the benefit of any private individual, and it will be irrevocably dedicated to charitable purposes.

**ARTICLE V**  
**Corporation Existence**

The existence of this corporation shall be perpetual

**ARTICLE VI**  
**Initial Directors**

The corporation shall never has less than four directors nor more than fifteen directors

**ARTICLE VII**  
**Director Qualifications**

Directors shall be of he age of majority in this state. Other qualifications for directors of this corporation shall be as follows:

(F.S. 617.0802) 18 years of age or older, and a resident of the State of Florida.

**ARTICLE VIII**  
**Location of Principal Office**

The street address of the principal office of the corporation is:

11850 SW 49<sup>th</sup> Street,  
Miami, Fl. 33175

**ARTICLE IX**  
**Initial Registered Office and Name of Initial Registered Agent**

The initial registered office and the name of the initial registered agent is:

Lillian Salaya  
11850 SW 49<sup>th</sup> St.  
Miami, Fl. 33175

**ARTICLE X**  
**Initial Directors, Manner of Election, Name and Address**

There shall be six directors constituting the initial board of directors, and the manner in which directors are to be elected shall be in By-laws.

The name and address of each person who is to serve as an initial director is:

**Lillian Salaya/ President**  
11850 SW 49<sup>th</sup> St.  
Miami, Fl. 33175

**Rev. Francisco J. Permuy/1<sup>st</sup>.Vice-President**  
12725 SW 6<sup>th</sup> St.  
Miami, Fl. 33184

**Rev. Fermin I. Castanedas/ 2<sup>nd</sup> Vice- President**  
840 82<sup>nd</sup> St.  
Miami, Beach, Fl. 33141

**Irma Alberto/Treasurer**  
4414 SW 127<sup>th</sup> Ct.  
Miami, Fl. 33175

**Natalie C. Delgado/Secretary**  
11850 SW 49th St.  
Miami, Fl. 3317

**Ceresta Smith/Director**  
7401 Goldstream Drive  
Hialeah, Fl. 33015

**ARTICLE XI**  
**Incorporator**

The name and address of the incorporator of this corporation is as follows:

Lillian Salaya  
11850 SW 49<sup>th</sup> St.  
Miami, Florida 33175

**ARTICLE XII**  
**Management of Corporate Affairs**

- (a) **Board of Directors:** The powers of this corporation shall be exercised, it's properties controlled and it's affairs conducted by a board of directors. The numbers of directors of the corporation shall be four, provided, however, that such number may be changed by a bylaw duly adopted by the members.  
The directors named in article IX shall hold the office until such time as an election of directors shall be held.  
Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year until the annual meeting of members following the election of directors and until the qualification of the successors in office.
- (b) **Corporate Officers:** The board of directors shall elect the following officers: President, Vice-President, Treasurer and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

Lillian Salaya/President  
Rev. Francisco J. Permuy/ 1<sup>st</sup> Vice-President  
Rev. Fermin I. Castanedas/ 2<sup>nd</sup> Vice-President  
Irma Alberto/Treasurer  
Natalie C. Delgado/Secretary  
Ceresta Smith/Director

**ARTICLE XIII**  
**Distribution of Assets**

Upon the dissolution or liquidation of this corporation, its assets remaining after payment of or providing for all liabilities, contingent or otherwise, will be disposed or distributed exclusively not for profit purposes as shall at the time qualify as a non-exempt organization under Section 501 (c) ( 3 ) of the Internal Revenue Code, or corresponding provision of any future United States Internal Revenue Law, in accordance with the decision of the board of directors of this corporation. Any assets not so disposed of or distributed by the board of directors, or the proper court with jurisdiction, will be disposed exclusively to such organization(s), to be determined by the court, which are organized and operated exclusively for such purposes. This Article shall override any laws of the State of Florida establishing a different scheme of distribution or disposition or empowering a court to establish a different scheme of distribution or disposition.

**ARTICLE XIV**  
**Limitation of Powers**

Notwithstanding any other provision of these articles or state law, this corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**ARTICLE XV**  
**Liability Insurance**

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for willful misconduct in the performance of his duties. The Board of directors hereby authorized to obtain directors and officers liability insurance covering acts heretofore and hereafter occurring and to pay for the same from funds of the corporation. The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to

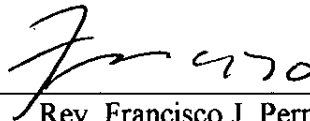


indemnify or reimburse such person in any proper case even though not specifically herein provided for.

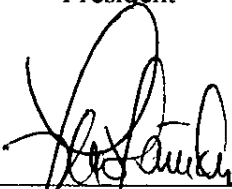
We, the undersigned, being the incorporators of this corporation, for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida, have executed these articles of incorporation on this Twelve Day of April of 2009, at Miami Dade County, Florida.



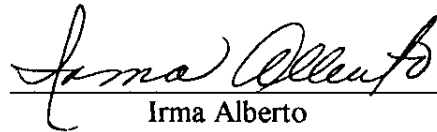
Lillia Solaya  
President



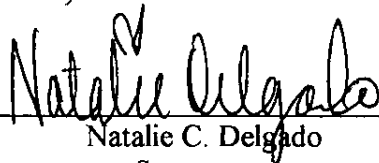
Rev. Francisco J. Permuy  
1<sup>st</sup> Vice-President



Rev. Fermin I. Castaneda  
2nd Vice-President



Irma Alberto  
Treasurer



Natalie C. Delgado  
Secretary



Ceresta Smith  
Director

**CERTIFICATE**

**DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF  
PROCESS WITHIN THIS STATE, REGISTERED OFFICE AND NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of chapter 48.091, Florida Statutes, following is submitted, in compliance with said act:

That, 2<sup>nd</sup> Chance at Life, Corp. desiring to organize under the laws of the state of Florida with it's principal office, as indicated in the Articles of Incorporation at the City of Miami, Miami Dade, State of Florida, has named Lillian Salaya, located at 11850 SW 49<sup>th</sup> St. Miami, Fl. 33175, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment, agree to act in this capacity, am familiar with and hereby accept the duties and responsibilities of registered agent for said corporation.



\_\_\_\_\_  
**Register Agent**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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