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FLORIDA PROFIT/NON PROFIT CORPORATION
ALANA USA FOUNDATION, INC.

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ARTICLES OF INCORPORATION
OF
ALANA USA FOUNDATION, INC.

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TO: Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

THE UNDERSIGNED, for the purpose of forming a not for profit corporation pursuant to the Florida Not for Profit Corporation Act, § 617.0302, Fla.Stat.(2011) (the "Act"), hereby certifies:

FIRST: The name of the corporation (which is hereafter referred to as the "Corporation") is:

ALANA USA FOUNDATION, INC.

SECOND: The address of the initial principal office of the Corporation is:

200 S. Biscayne Boulevard, Suite 2200
Miami, Florida 33131

THIRD: A. The Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). The specific purposes for which the Corporation

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in formed is to provide grants to IRC Section 501(c)(3) eligible organizations.

B. In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific, or educational purposes, and engage in any lawful act or activity for which corporations may be organized under the Act.

C. In furtherance of its exclusively charitable, scientific and educational corporate purposes, the Corporation shall have all the general powers enumerated in § 617.0302 of the Act as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

FOURTH: A. Except as otherwise provided by law, the business and affairs of the Corporation shall be managed and all of the powers of the Corporation shall be exercised by the Board of Directors of the Corporation. The qualifications, powers, and duties of the Directors shall be as provided in the Bylaws.

B. The Corporation initially shall have three (3) Directors, which number may be increased or decreased from time to time in the manner prescribed in the Bylaws of the Corporation, but may not be less than three

(3). The Directors shall be elected, appointed, or determined as provided in the Bylaws of the Corporation. The initial three (3) Directors are

- Ana Lucia de Mattos Barretto Villela**
- Marcos Bessi Nisti**
- Isabella Viera Machado Henriques**

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FIFTH: Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation, are as follows:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in **Article THIRD** hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Code Section 501(h)), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

C. During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Code Section 509, the

Directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Code Section 4942, and the Corporation is prohibited (i) from engaging in any act of self dealing as defined in Code Section 4941(d), (ii) from retaining any excess business holdings as defined in Code Section 4943(c) that would subject the Corporation to tax under Code Section 4943; (iii) from making or retaining any investments or otherwise acquiring or holding assets in such manner so as to subject the Corporation to tax under Code Section 4944 if the Directors have acquired such assets; and (iv) from making any taxable expenditures as defined in Code Section 4945(d).

D. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from Federal income taxation as a corporation described in Code Section 501(c)(3) or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Code Sections 170(c)(2), 2055(a)(2), and 2522(a)(2).

E. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed as the Board of Directors shall determine for one or more exempt purposes within the meaning of Code Section 501(c)(3), provided

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that such purposes are consistent with **Article THIRD** hereof, including to such organization or organizations organized and operated exclusively for charitable, scientific, and educational purposes as shall at the time qualify as an exempt organization or organizations under Code Section 501(c)(3). In no event shall any of such assets or property be distributed to any director or officer of the Corporation, or any private individual, for other than a charitable purpose.

SIXTH:

A. To the fullest extent permitted by the Act, as now in effect or as may hereafter be amended, no director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy by an officer or director; *provided, however,* such relief from liability shall not apply in any instance when such relief is inconsistent with Code Section 4958 or any provision of the Code applicable to corporations described in Code Section 501(c)(3).

B. Notwithstanding the foregoing sentence, an officer or director shall be liable to the extent provided by applicable law if the officer's or director's breach or failure to perform his or her duties as an officer or director constitutes:

- (i) a violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

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- (ii) a transaction from which an officer or director derived an improper personal benefit, either directly or indirectly;
- (iii) recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

C. No amendment to or repeal of this **Article SIXTH** shall be applied as to increase the liability or alleged liability of any officer or director of the Corporation for or with respect to any acts or omissions of such officer or director occurring prior to such amendment.

SEVENTH: Other provisions concerning the limitation of liability and indemnification of the Corporation's officers, directors, employees, and/or agents will be specified in the Bylaws of the Corporation.

EIGHTH: The Board of Directors shall have the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law or the Bylaws of the Corporation.

NINTH: The street address of the initial registered office of the Corporation is:

**1201 Hays Street
Tallahassee, Florida 32301**

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The name of its initial registered agent at such address is:

CSC Corporation Service Company

TENTH: The name and street address of the incorporator is as follows:

MILES L. PLASKETT
200 South Biscayne Blvd., Ste. 3400
Miami, Florida 33131-2397

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IN WITNESS WHEREOF, the above-named incorporator subscribes to and acknowledges these Articles of Incorporation for Alana USA Foundation, Inc. this 11th day of April, 2012.



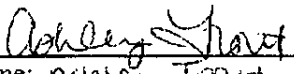
MILES L. PLASKETT, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The corporation named below, having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, is familiar with and accepts appointment as registered agent and agrees to act in this capacity.

Dated this 11 day of April, 2012.

CSC Corporation Service Company

By: 
Name: Ashley Trout
Title: Assistant Secretary