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FLORIDA PROFIT/NON PROFIT CORPORATION
ZOE'S DIVORCED HAPPILY GROUP, INC.

Certificate of Status	0
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August 15, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: ZOE'S DIVORCED HAPPILY GROUP, INC.
REF: W13000045584

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Articles must be in numeric order. After Article XIII you have Article XI. Article XIV is missing.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

If you have any further questions concerning your document, please call (850) 245-6052.

Ruby Dunlap
Regulatory Specialist II
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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
ZOE'S DIVORCED HAPPILY GROUP, INC.**

The undersigned incorporator of this Corporation, pursuant to Chapter 617, Florida Statutes, as amended, hereby forms a corporation not for profit and makes, subscribes and adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation is ZOE'S DIVORCED HAPPILY GROUP, INC. and its address is: 1650 Galiano Street, TH16, Coral Gables, FL 33134.

ARTICLE II

DURATION

This Corporation is to have perpetual existence, unless earlier dissolved pursuant to law.

ARTICLE III

PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable organization which dedicates its assets for scientific, educational and charitable purposes primarily by engaging in U.S. and International Community service in the areas of health, research, education, emergency relief, economic development and the promotion of religious and cultural programs through systematic donations to recognized charities and organizations. Notwithstanding any other provision of these Articles of Incorporation, the 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 the Corporation and shall not engage in any non-exempt activities.

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ARTICLE IV

POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, mortgage, use and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida statutes and case law.

ARTICLE V

LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of or be distributable to private individuals or its members, directors or officers, except that reasonable compensation may be paid for services rendered to or for the Corporation in carrying out 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 (except to the extent permitted by Section 501(h) of the Internal Revenue Code of 1954, as amended, during any fiscal year or years in which the Corporation has elected to be treated under said statutory provisions) and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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 1954 and its regulations, as they now exist or as they may hereafter be amended.

D. 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 1954, or corresponding provisions of any later Federal tax laws.

E. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any later Federal tax laws, which would give rise to any liability for the tax imposed by Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any later Federal tax laws.

F. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any later Federal tax laws, which would give rise to any liability for the tax imposed by Section 4943(d) of the Internal Revenue Code of 1954, or corresponding provisions of any later Federal tax laws.

G. The Corporation will not make any investments which would jeopardize the carrying out of any of its exempt purposes or in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any later Federal tax laws.

H. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any later Federal tax laws, which would give rise to any liability for the tax imposed by Section 4945(a) of the Internal Revenue Code of 1954, or corresponding provisions of any later Federal tax laws.

ARTICLE VI

DISTRIBUTION OF SURPLUS ON DISSOLUTION

In the event of liquidation, dissolution or other discontinuance of the business and operation of the Corporation, no surplus remaining after payment of the just debts and liabilities

of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed to such organization or organizations as the Board of Directors shall consider most nearly meets the objects and purposes of the Corporation, or the remaining assets of the Corporation shall be distributed, in the discretion of the Board of Directors, to such other organization or organizations as are exempt under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any later Federal tax laws. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

NON-STOCK CORPORATION

The Corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to the members or directors thereof.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 396 Alhambra Circle, North Tower, 14th Floor, Miami, Florida 33134. The name of the initial registered agent of the Corporation at that address is Manuel A. Garcia-Linares. Esquire.

ARTICLE IX

MEMBERSHIP REQUIREMENTS

The conditions and qualifications for membership, the rights and other privileges of classes of membership, if any, and admission of members, shall be determined and fixed in the By-Laws of the Corporation.

ARTICLE X

BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than three. The method of election of directors shall be as stated in the By-Laws. The name and address of the initial director of this Corporation are as follows:

Zojaim Solorzano-Downs
1650 Galiano Street, TH16
Coral Gables, Florida 33134

ARTICLE XI

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Manuel A. Garcia-Linares, Esquire, 396 Alhambra Circle, North Tower, 14th Floor, Miami, Florida 33134.

ARTICLE XII

BY-LAWS

By-Laws shall be adopted, altered, amended or replaced by a majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws 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 XIII

MEMBERSHIP LIABILITY

The private property of the members and directors of the corporation shall not be liable for the corporate debts, and such persons shall have no personal liability therefore.

ARTICLE XIV

OFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, one or more Vice Presidents, Treasurer, Secretary and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The Officers of the Corporation shall be elected each year by a two-thirds (2/3rds) vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or shall be otherwise reserved to the Board of Directors.

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

ARTICLE XV

AMENDMENT

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida

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and the federal laws governing charitable organizations at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the members of the Corporation by these Articles of Incorporation are granted subject to the provisions of this Article XV.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of August, 2013

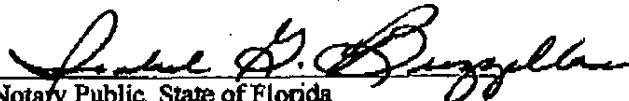


Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public Authorized to take acknowledgments in the State and County set forth above, personally appeared ZOJAIM SOLORZANO-DOWNS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of August, 2013.



Notary Public, State of Florida

My Commission Expires:



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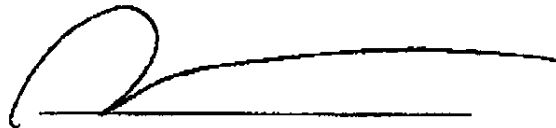
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

ZOE'S DIVORCED HAPPILY GROUP, INC.

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT DADE COUNTY, FLORIDA HAS NAMED
MANUEL A. GARCIA-LINARES, ESQUIRE, 396 ALHAMBRA CIRCLE, NORTH TOWER,
14TH FLOOR, MIAMI, FLORIDA 33134, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE



DATE

8-12-13

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS WITH THE ABOVE
NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I,
MANUEL A. GARCIA-LINARES, HEREBY AGREE TO ACT IN THE CAPACITY AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


MANUEL A. GARCIA-LINARES

DATE

August 14th 2013

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Gerald F. Flehman 1,5
 Alan G. Greer 1,6
 John M. Drumbough 1
 Bruce A. Christensen 2
 Charles H. Johnson 3
 Gary S. Betensky 5
 Diane Wagner Keizer 6
 Manuel A. Garcia-Linares 4
 Mark A. Romance
 John G. White, III
 Lyle E. Shapiro
 Michael J. Napoleone
 Ronald P. Ponzoli, Jr.
 John R. Whittles 5
 Eric M. Sochi
 Leora B. Petic
 Adam M. Mylon
 Ethan J. Wall
 Joshua L. Spoor
 Bradford W. Smith
 Chad J. Gottlieb
 Marta Stypukowska

REPLY TO:
Miami

August 14, 2013

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

Subject:
 Our File No: 9193-1

Stephen MacLerio, Of Counsel
 Manuel Fanchi, Of Counsel 5,7

Robert L. Floyd (1816-2007)
 Ray M. Pearson (1922-2004)
 Kenneth J. Wall (1940-2010)

Dear Sir or Madam:

- 1 Certified in Civil Trial Law
By The Florida Bar
- 2 Certified in Marital & Family Law
By The Florida Bar
- 3 Certified in Will, Trust & Estates
By The Florida Bar
- 4 Certified Public Accountant
in Florida
- 5 Certified in Business Litigation
By The Florida Bar
- 6 Florida Supreme Court
Certified Civil Court Mediator
- 7 Certified in Real Estate

Accompanying this letter you will find Articles of Organization for **ZOE'S DIVORCED HAPPILY GROUP, LLC**, and Articles of Corporation for **ZOE'S DIVORCED HAPPILY GROUP, INC.** Our client, Zojaim Solorzano-Downs, who will be the sole member of the LLC and sole shareholder of the corporation, is desirous of using the same name for both entities.

Should you require additional information, please do not hesitate to contact us.

Sincerely,

Manuel A. Garcia-Linares
 Registered Agent

/s/



MIAMI OFFICE: 396 Alhambra Circle
 North Tower - 14th Floor - Miami, Florida 33134
 305.373.4000 - Broadway 954.833.4297 - Fax 305.373.4009
 E-Mail: info@richmangreer.com

WEST PALM BEACH OFFICE: One Clearlake Centre, Suite 1504
 250 Australian Avenue, South - West Palm Beach, Florida 33401
 561.803.3500 - Fax 561.820.1608
 www.richmangreer.com

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