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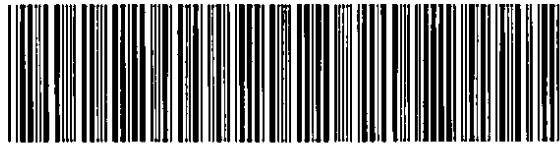
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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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COVER LETTER  
Articles of Incorporation: Not-for-Profit

August 31, 2020

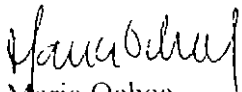
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Subject: Mia's Miracles Foundation, Inc.

To Whom It May Concern:

Enclosed please find (i) Articles of Incorporation for Mia's Miracles Foundation, Inc., containing original signatures, (ii) a duplicate copy of the Articles of Incorporation for Mia's Miracles Foundation, Inc., and (iii) a check in the amount of \$87.50 for the Filing Fee, Certified Copy and Certificate.

Sincerely,



Maria Ochoa  
7901 4th St N STE 300  
St. Petersburg, FL 33702  
904.252.7570  
info@mias-miracles.org

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TALLAHASSEE, FL 32309

**ARTICLES OF INCORPORATION  
OF  
MIA'S MIRACLES FOUNDATION, INC.**

I, the undersigned Incorporator of Mia's Miracles Foundation, Inc. (the "Corporation"), a not-for-profit corporation, acting pursuant to Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation for the Corporation:

**ARTICLE I  
NAME**

The name of the Corporation shall be Mia's Miracles Foundation, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The location and principal street address of the Corporation shall be:

7901 4th St N Ste 300  
St. Petersburg, FL 33702

The mailing address of the Corporation shall be:

7901 4th St N Ste 300  
St. Petersburg, FL 33702

**ARTICLE III  
PURPOSES**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Within the scope of the foregoing purposes and without limiting the generality of the foregoing, the Corporation is organized and will be operated as a charitable organization that seeks to provide small blessings with large impacts and bring smiles and positivity to children and families that are facing challenging circumstances. The Corporation plans to accomplish this goal by partnering with organizations and hospitals in the United States and in Colombia so that all children and families can receive access to reliable resources and a supportive network that leads to a hopeful future.

**ARTICLE IV  
MANNER OF ELECTION**

The manner in which the directors are elected shall be provided for in the Corporation's Bylaws.

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**ARTICLE V**  
**INITIAL BOARD OF DIRECTORS**

The Corporation shall have no members, as such, but, in lieu thereof, shall have a Board of Directors, in which Board there shall be vested all the power and authority to supervise, control, direct and manage the property, affairs and activities of the Corporation. The number of directors shall from time to time be fixed by the Bylaws; provided, however, that the number of directors shall not at any time be less than three (3). The names and addresses of those who are serving as directors at the time of the adoption of these Articles of Incorporation are as follows:

1. Camilo Villegas  
7901 4th St N Ste 300  
St. Petersburg, FL 33702
2. Maria Ochoa  
7901 4th St N Ste 300  
St. Petersburg, FL 33702
3. Clarke Jones  
7901 4th St N Ste 300  
St. Petersburg, FL 33702
4. Juliana Velasquez  
7901 4th St N Ste 300  
St. Petersburg, FL 33702
5. Spence Seaman  
7901 4th St N Ste 300  
St. Petersburg, FL 33702

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MIA'S MIRACLES FOUNDATION, INC.  
ST. PETERSBURG, FL 33702

**ARTICLE VI**  
**REGISTERED AGENT**

The name and street address of the registered agent of the Corporation at the date of filing of these Articles of Incorporation is as follows:

Registered Agents Inc.  
7901 4th St N Ste 300  
St. Petersburg, FL 33702

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator is as follows:

Maria Ochoa  
7901 4th St N Ste 300  
St. Petersburg, FL 33702

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**ARTICLE VIII**  
**NOT-FOR-PROFIT**

Section 8.1 The Corporation is not organized for the pecuniary profit, nor shall it ever operate for the primary purpose of carrying on a business for profit. The Corporation shall not have any power to issue certificates of stock or declare dividends. The balance, if any, of all money and other assets received by the Corporation, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purposes of the Corporation as particularly set forth in Article III hereof.

Section 8.2 Notwithstanding any other provisions of these Articles of Incorporation or the Corporation's Bylaws, the Corporation shall neither have nor exercise any power nor shall it engage directly or indirectly in any activity that might invalidate its status (a) as a Corporation, which is exempt from federal income taxations as an organization described in Section 501(c)(3) of the Code; or (b) as a Corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Section 8.3 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Section 8.4 No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements for any political campaign on behalf of any candidate of public office); nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

**ARTICLE IX**  
**DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the

federal government, or to a state or local government, for a public purpose. Any such 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, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE X**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be altered or amended in whole or part by the affirmative vote of a majority of the Directors of the Corporation in office.

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

Registered Agents Inc., Registered Agent

By: Bill Havre  
Name: Bill Havre  
Title: Assistant Secretary  
Address: 7901 4th St N Ste 300  
St. Petersburg, FL 33702

8/27/2020  
Date

**IN WITNESS WHEREOF**, I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in §817.155, F.S.

Maria Ochoa  
Maria Ochoa, Incorporator  
7901 4th St N Ste 300  
St. Petersburg, FL 33702

8/31/2020  
Date

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