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CORPORATIONS
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FLORIDA PROFIT/NON PROFIT CORPORATION CENTRAL AMERICA - CARE PLAN, INC.

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**ARTICLES OF INCORPORATION
OF
CENTRAL AMERICA - CARE PLAN, INC.
(a Florida not for profit corporation)**

The undersigned, acting as Incorporator of a Florida corporation under the Florida Not for Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation is Central America - Care Plan, Inc. (hereinafter, the "Corporation").

**ARTICLE II
Duration**

The period of the Corporation's duration is perpetual.

**ARTICLE III
Purpose**

The purpose of this Corporation shall be to protect and restore the rivers and waterways of Central America by prevention and extraction of trash and pollutants, as well as developing effective strategies to reduce contaminants based on science, engineering, and reliable data points. We are dedicated to setting up effective technologies that prevent waste from entering our river systems, thus mitigating its impact on our oceans and preserving the ecosystem. By implementing innovative strategies, our purpose is to remove accumulated pollution and channel it to designated retention stations for proper management, following principles of circular economy. We strive to ensure the sustainability and vitality of the region's rivers, safeguarding their environment, biodiversity, and the well-being of local communities. Together, we can create cleaner, healthier waterways for present and future generations.

The Corporation is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

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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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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 IV
Powers

The Corporation has the power to engage in any lawful activity under the corporation code of the State of Florida, including opening and operating a bank account.

ARTICLE V
Principal Office and Mailing Address

The Corporation's principal office and mailing address is 2665 South Bayshore Drive Suite 810-B Coconut Grove, FL 33133.

ARTICLE VI
Directors and Officers

The Corporation shall have at least three (3) directors. The corporations' Board of Directors and Officers shall be comprised of the following persons:

| Office | Name | Address |
|----------------|-----------------------------------|--|
| President | Jesus Juan Canahuati Canahuati | 2665 South Bayshore Drive Suite 810-B Coconut Grove, FL 33133 |
| Vice-President | Luis Miguel Castillo Lavagnino | 2665 South Bayshore Drive Suite 810-B Coconut Grove, FL 33133 |
| Treasurer | Camilo Alejandro Atala Faraj | 2665 South Bayshore Drive Suite 810-B Coconut Grove, FL 33133 |
| Director | Carlos Habencio Fernandez | 2665 South Bayshore Drive Suite 810-B Coconut Grove, FL 33133 |
| Director | Pablo Delgado Ruegg | 2665 South Bayshore Drive Suite 810-B Coconut Grove, FL 33133 |

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| | | |
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| Director | Rosa Maria Angel Madrid de Frade | 2665 South Bayshore Drive Suite 810-B Coconut Grove, FL 33133 |
| Director | Jose Alberto Molina Deras | 2665 South Bayshore Drive Suite 810-B Coconut Grove, FL 33133 |
| Director | Jorge Luis Rivera Callejas | 2665 South Bayshore Drive Suite 810-B Coconut Grove, FL 33133 |
| Director | Reynaldo Rafael Medina Jimenez | 2665 South Bayshore Drive Suite 810-B Coconut Grove, FL 33133 |

ARTICLE VII
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 VIII
Indemnification

The Corporation does indemnify any directors, officers and employees of the Corporation from any liability regarding the Corporation and the business of the Corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable state corporate statute.

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ARTICLE IX
Restrictions

- 9.01** The Corporation will carry out its operations by spending and/or distributing from its income only and not principal. Notwithstanding the foregoing, the Corporation shall utilize its principal to the extent necessary to satisfy any applicable minimum distribution rules.
- 9.02** The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 9.03** The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 9.04** The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 9.05** The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 9.06** The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X
Registered Agent and Registered Office

The name and address of the Corporation's initial registered agent and registered office are PBYA Corporate Services, LLC, 200 S. Andrews Ave., Suite 600, Fort Lauderdale, FL 33301.

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

PBYA CORPORATE SERVICES,
LLC

By: 
Ricardo Bajandas, Manager

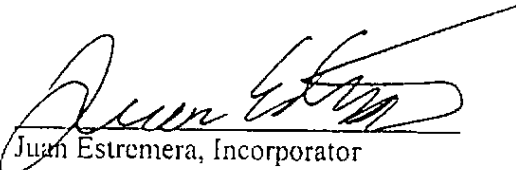
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ARTICLE XI
Incorporator

The name and address of the Incorporator is Juan Estremera, 283 Catalonia Ave, Suite 200, Coral Gables, FL 33134.

The undersigned has executed these Articles of Incorporation of the Corporation as of the 7th day of June, 2023.


Juan Estremera, Incorporator

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