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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. LIFEOPTION FOUNDATION, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

RECEIVED
02 FEB -5 AM 10:34

FILED
02 FEB -5 PM 12:30
TALLAHASSEE FLORIDA
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
LIFEOPTION FOUNDATION, INC.**

FILED
02 FEB -5 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

**ARTICLE I
NAME**

The name of this corporation is: LIFEOPTION FOUNDATION, INC.

**ARTICLE II
OFFICE AND MAILING ADDRESS**

The initial principal office of the Corporation is located at 15679 SW 73 CIR TERR # 31, MIAMI, FL., 33193, and the mailing address of the Corporation is c/o Ahmed Zapata, 15679 SW 73 CIR TERR # 31, MIAMI, FL., 33193.

**ARTICLE III
PURPOSE**

The corporation is organized to operate exclusively for charitable, religious, research, scientific and/or 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 of 1986, as amended or any corresponding provision of any future United States Revenue Law ("Code").

ARTICLE IV

POWERS

The Corporation shall possess and exercise all the powers and privileges granted by chapters 607 and 617 of the Florida Statutes, or by any other law of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.

ARTICLE V

LIMITATIONS

5.1 The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to or enure to the benefit of any member, member of the Board of Directors, Officer or any private individual, provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

5.2 No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

5.3 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501 (3) of the Code and its Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and Treasury Regulations as they now exist or as may be hereafter amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE VI
NONSTOCK/NONMEMBERSHIP CORPORATION

The Corporation shall be organized as a nonstick corporation and shall have no members.

ARTICLE VII
TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Board of Directors of the Corporation shall be fixed pursuant to the Bylaws, but shall not be less than three (3) persons.

ARTICLE IX
DIRECTORS

The Corporation shall initially have for (4) members of the Board of Directors. The following persons shall constitute the Board of Directors of de Corporation:

NAME	ADDRESS
AHMED ZAPATA	15679 SW 73 CIR TERR # 31 MIAMI, FL., 33193
MARINA E. RODRIGUEZ	15679 SW 73 CIR TERR # 31 MIAMI, FL., 33193
DUVAN ZAPATA	15679 SW 73 CIR TERR # 31 MIAMI, FL., 33193
JULIO NIETO	235 E 8 STREET # 1 HIALEAH, FL., 33010

ARTICLE X **OFFICERS**

The Directors shall be elected by a majority vote of the Members of this Corporation. The following persons shall constitute the officers of de Corporation:

PRESIDENT: AHMED ZAPATA

SECRETARY: MARINA E. RODRIGUEZ

TREASURER: JULIO NIETO

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE XI **REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is 15679 SW 73 CIR.TERR # 31 MIAMI, FL., 33193, and the name of the initial Registered Agent of the Corporation is Ahmed Zapata.

ARTICLE XII
INCORPORATOR

The name and address of the undersigned Incorporator is:

NAME	ADDRESS
AHMED ZAPATA	15679 SW 73 CIR TERR # 31 MIAMI, FL., 33193

ARTICLE XIII
BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XIV
INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of director, officer employee or agent, as the case may be, is permissible in the circumstances because the director,

officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors,, administrators and personal representatives of such persons.

ARTICLE XV **DISSOLUTION**

Upon the termination, dissolution or winding up of the Corporation. The Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for

religious, research, charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code 16986, as amended, or any corresponding provision of any future United States Revenue Law corresponding provision of any future United States Revenue Law ("Code"). Any such asset not so disposed of shall be disposed of by the appropriate Court 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 XVI

GENERAL

- (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on "undistributed income" imposed by Section 4942 of the Code.
- (2) The Corporation shall not engage in any act of "self delaying", as defined in Section 4941 (d) of the Code.
- (3) The Corporation shall not retain any "excess business holdings", as defined in Section 4943 of the Code.
- (4) The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code.
- (5) The Corporation shall not make any "taxable expenditures", as defined in Section 4945 (d) of the Code.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 5th day of February, 2002.

By: _____

AHMED ZAPATA, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

The undersigned hereby accepts the appointment as the initial Registered Agent of the **LIFEOPTION FOUNTATION, INC.**, as made in the foregoing Articles of Incorporation.

Date:02/05/02



AHMED ZAPATA
15679 SW 73 CIR TERR # 31
MIAMI, FL., 33193

FILED
02 FEB -5 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA