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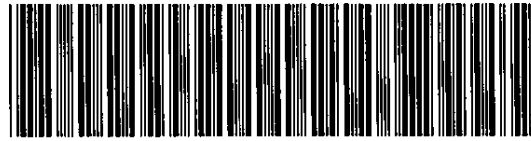
(Business Entity Name)

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FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

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

SUBJECT: OnePulse Foundation, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Gus R. Benitez, Esquire

Name (Printed or typed)

1223 East Concord Street

Address

Orlando, FL 32803

City, State & Zip

407-894-5000 ext 24

Daytime Telephone number

Gus@ARBenitez.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**Articles of Incorporation for
OnePulse Foundation, Inc.**

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TALLAHASSEE FLORIDA

ARTICLE I: NAME

The name of the Foundation shall be: **OnePulse Foundation, Inc.** (the "Foundation").

ARTICLE II: TERM OF EXISTENCE

The Foundation shall have perpetual existence.

ARTICLE II: PRINCIPAL OFFICE

Principal and mailing street address of the Foundation is 1223 East Concord Street, Orlando, Florida 32803.

ARTICLE III: PURPOSE

On June 12th, 2016, the Pulse Nightclub in Orlando, Florida, was the victim of a violent and unprovoked deadly attack with massive casualties and devastating consequences. The Foundation is the only 501(c)(3) incorporated by the owners of the Pulse Nightclub of Orlando, Florida, for charitable and educational purposes, including, (i) providing immediate financial assistance to victims affected by the attack at Pulse Nightclub in Orlando, Florida; (ii) conceiving, funding and aiding in the construction of a permanent memorial on the existing Pulse site in Orlando, Florida, and other relevant sites to be determined by the Board; (iii) making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, for related purposes or the corresponding section of any future federal tax code; (iv) seeking support by soliciting, receiving and administering gifts and bequests of funds and property, both restricted and unrestricted, for charitable purposes; (v) taking and holding, absolutely or in trust, for any such purposes funds and property of every kind, real, personal, tangible and intangible, subject only to any limitations and conditions imposed by law or by the instrument under which received; (vi) selling, leasing, conveying or otherwise dispose of any such property and to invest and reinvest the proceeds of and earnings from such property in accordance with investment policies established from time to time by the Foundation's Board of Directors; and (vii) exercising any, all and every power, including trust powers, which a Foundation not for profit created under the laws of the State of Florida can be authorized to exercise.

ARTICLE IV: MANNER OF ELECTION OF DIRECTORS

Unless otherwise provided for in the By-laws of the Foundation, Directors shall be elected and appointed by a majority vote of the Foundation's directors at a meeting called for such purpose or through the written consent of a majority of the Foundation's directors. There shall never be less than three (3) directors.

ARTICLE V: BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors of the Foundation are as follows:

Name: Barbara Poma
Address: 1223 East Concord Street
Orlando, Florida 32803

Name: Jason Felts
Address: 23679 Calabasas Road, Suite 980
Calabasas, California 91302

Name: Gus R. Benitez, Esquire
Address: 1223 East Concord Street
Orlando, Florida 32803

ARTICLE VI: LIMITATION ON ACTIVITIES

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the Foundation 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 in Article III hereof. Notwithstanding any other provisions of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII: DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Foundation and after payment of all debts and obligations of the Foundation, all remaining assets of the Foundation, if any, 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 Foundation 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: REGISTERED AGENT

The name and Florida street address of the registered agent is:

Name: Gus R. Benitez, Esquire
Address: 1223 East Concord Street
Orlando, Florida 32803

ARTICLE IX: INCORPORATOR

The name and address of the Incorporator is:

Name: Gus R. Benitez, Esquire
Address: 1223 East Concord Street
Orlando, Florida 32803

ARTICLE X: BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Foundation and in Chapter 617, Florida Statutes, Bylaws of this Foundation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided by the Bylaws.

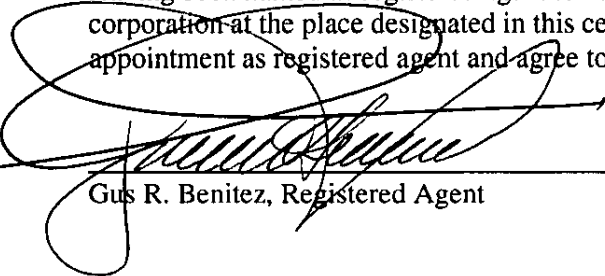
ARTICLE XI: AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

ARTICLE XII: INDEMNIFICATION

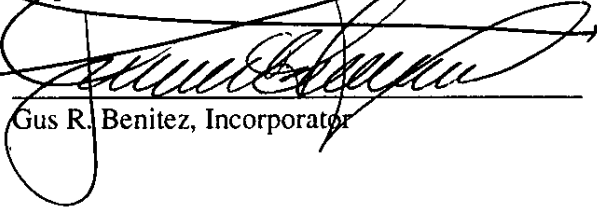
The Foundation shall indemnify any person who was or is a part, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a director, employee, officer or agent of the Foundation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Foundation; and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Foundation, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

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.


Gus R. Benitez, Registered Agent

7/6/16
Date

IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal on this 6 day of July, 2016, for the purpose of forming this not for profit corporation under the laws of the State of Florida.



Gus R. Benitez, Incorporator

7/6/16

Date

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TALLAHASSEE FLORIDA