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SECRETARY OF STATE
TALLAHASSEE, FL 32311

T. Burch JUL 3 2013

[Handwritten signature]

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: cAmerica Global Humanitarian Outreach Foundation, Inc
Name of Corporation – must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", or "Certificate of Status" and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Don E. Lester

Name of Person

cAmerica Global Humanitarian Outreach Foundation, Inc.

Firm/Company

Post Office Box 110281

Address

Naples, Florida 34108

City/State and Zip Code

Donelester@yahoo.com

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

For further information concerning this matter, please call:

Don E. Lester

Name of Person

at (**239**) **289-8270**

Area Code & Daytime Telephone Number

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 24, 2013

DON E LESTER
PO BOX 110281
NAPLES, FL 34108

SUBJECT: CAMERICA GLOBAL HUMANITARIAN OUTREACH FOUNDATION,
INC.
Ref. Number: W13000036286

We have received your document for CAMERICA GLOBAL HUMANITARIAN OUTREACH FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The jurisdiction under the laws of which the entity is incorporated or organized must be included in the document.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Tim Burch
Regulatory Specialist II

Letter Number: 113A00015737

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA**

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:

1. **cAmerica Global Humanitarian Outreach Foundation, Inc.**

(Name of corporation; must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Incorporated in Belize C.A. 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 30, 2013 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 6810 VANDEBILT BEACH RD., NAPLES, FL 34119- USA
(Principal office address)

Post Office Box 110281, Naples, Florida 34108
(Current mailing address)

8. **Charitable Humanitarian Activities**

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: Don E. Lester

Office Address: 7755 Preserve Lane, Suite 3270

Naples, Florida 34119
(City) (Zip Code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors

A. DIRECTORS

Chairman: Don E. Lester

Address: 7755 Preserve Lane Suite 3270
Naples, Florida 34119

Vice Chairman: Suzanne Lester

Address: 7755 Preserve Lane Suite 3270
Naples, Florida 34119

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Don E. Lester

Address: 7755 Preserve Lane Suite 3270
Naples, Florida 34119

Vice President: Suzanne Lester

Address: 7755 Preserve Lane Suite 3270
Naples, Florida 34119

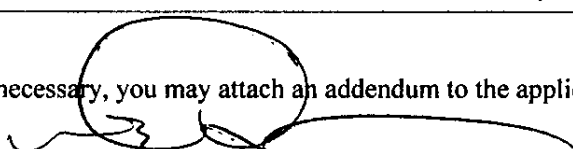
Secretary: Suzanne Lester

Address: 7755 Preserve Lane Suite 3270, Naples, Florida 34119

Treasurer: Suzanne Lester

Address: 7755 Preserve Lane Suite 3270, Naples, Florida 34119

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Don E. Lester, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

BELIZE

THE COMPANIES ACT
Chapter 250 of the Laws of Belize Revised Edition 2000



A COMPANY NOT FOR PROFIT LIMITED BY GUARANTEE



ARTICLES OF ASSOCIATION

- of -

cAmerica Global Humanitarian Outreach Foundation

Preliminary

1) In these Articles, unless there be something in the subject or context inconsistent therewith:-

"The Company" means cAmerica Global Humanitarian Outreach Foundation;

"The Act" means the Companies Act, Chapter 250 of the Laws of Belize, Revised Edition 2000 and includes any Act amending the same;

928842
A Certified True Copy
For Registrar General and Registrar of Companies
Belize Companies and Companies Affairs Division
Date: 31.5.13

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

"The Office" means the registered office for the time being of the Company;

"Secretary" includes any person appointed to perform the duties of Secretary temporarily;

Words importing the masculine gender only shall include the feminine gender, and vice versa;

Words importing the singular number only shall include the plural number;

Words importing persons shall include corporations;

Expressions referring to writing shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form: and subject as aforesaid, words or expressions shall bear the same meaning as in the Act, or any statutory modification.

Business

- 2) The members shall have regard to the restrictions on the commencement of business imposed by section 89 of the Companies Act, if, and so far as, those restrictions are binding upon the company.

Registration

- 3) The Company, for the purpose of registration, is declared to consist of two members.
- 4) The members hereinafter mentioned shall, whenever the business of the Company requires it, register an increase of members.

Membership

- 5) The subscribers to the Memorandum and Articles of Association shall appoint the first members of the Company. The minimum number of members shall be two and the total membership shall be unlimited.
- 7) Any such persons as the Board of Directors shall admit to membership shall be members of the Company.
- 8) Every person shall be deemed to have agreed to become a member of the Company when an application for membership has been received and is accepted by the Board of Directors of the Company.
- 9) Any person who makes a significant contribution to the activities or mission of the Company may, with the sanction of the Board of Directors, be admitted as a member of the Company for a period of one to three years as determined by the Directors.
- 10) Every member shall be bound to further, to the best of his/her ability, the objects, interests and influence of the Company and shall observe all the by-laws of the Company made pursuant to the powers in that behalf hereinafter contained.

General Meetings

- 11) The statutory general meeting of the company shall be held within the period required by section 67 of the Companies Act.
- 12) A general meeting shall be held once in every year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be

prescribed by the company in general meeting, or in default, at such time in the month following that in which the anniversary of the company's incorporation occurs, and at such place, as the directors shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the directors.

13) The above-mentioned general meetings shall be called ordinary meetings; all other general meetings shall be called extraordinary.

14) Meetings of directors and members may be convened in such manner and places within and outside of Belize as the directors may determine to be necessary or desirable and a director or member shall be deemed to be present at a meeting of directors or members if he participates by telephone or other electronic means and all directors or members present at the meeting are able to hear each other.

15)(1) The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionist, as provided by section 68 of the Companies Act.

(2) If at any time there are not sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

Proceedings at General Meeting

- 16) Seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the company in general meeting, to such persons as are, under the regulations of the company, entitled to receive such notices from the company; but the non-receipt of the notice by any member shall not invalidate the proceedings at any general meeting.
- 17) All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance-sheets, and the ordinary report of the directors and auditors, the election of directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the auditors.
- 18) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members personally present shall be a quorum.
- 19) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

20) The chairman, if any, of the board of directors, shall preside as chairman at every general meeting of the company.

21) If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose some one of their number to be chairman.

22) The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

23) At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three members, and, unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

24) If a poll is duly demanded, it shall be taken, in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

25) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

26) A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.

Votes of Members

27) On a show of hands, every member present in person shall have one vote. On a poll, every member shall have one vote.

28) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

29) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis, or other person in the nature of a committee or curator bonis appointed by that court, and any such committee, curator bonis, or other person may, on a

poll, vote by proxy.

30) On a poll, votes may be given either personally or by proxy.

31) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under the common seal, or under the hand of an officer or attorney so authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he has been appointed to act at that meeting as proxy for a corporation.

32) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

33) An instrument appointing a proxy may be in the following form, or in any other form which the directors shall approve-

Company

"I of in the district of

being a member of the Company

hereby appoint of as my proxy

to vote for me and on my behalf at the [ordinary or extraordinary as the case may be] general

meeting of the company to be held on the day of and at any

adjournment thereof.

Signed this

day of

."

Directors

- 34) The number of the directors and the names of the first directors shall be determined in writing by a majority of the subscribers of the memorandum of association.
- 35) The remuneration of the directors shall from time to time be determined by the company in general meeting.
- 36) The qualification of a director shall be limited to membership.

Powers and Duties of Directors

- 37) The business of the company shall be managed by the directors, who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the company as are not, by the Companies Act, or any statutory modification thereof for the time being in force, or by these articles, required to be exercised by the company in general meeting, subject nevertheless to any regulation of these articles, to the provisions of the said Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company in general meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
- 38) The directors may from time to time appoint one or more of their body to the office of managing director or manager for such term, and at such remuneration (whether by way of salary, or commission, or participation in profits, or partly in one way and partly in another)

as they may think fit, and a director so appointed shall not, while holding that office, be subject to retirement by rotation, or taken into account in determining the rotation of retirement of directors; but his appointment shall be subject to determination *ipso facto* if he ceases from any cause to be a director, or if the company in general meeting resolve that his tenure of the office of managing director or manager be determined.

39) The directors of this company shall at their discretion and in the best interest of the company have the power to borrow or raise capital by whatever means are agreed upon by the board of directors or the committee of directors; however, the amount for the time being remaining un-discharged of moneys borrowed or raised by the directors for the purposes of the company shall not at any time exceed 75% of the value of the assets of the company without the sanction of the company in general meeting.

40) The directors shall duly comply with the provisions of the Companies Act, or any statutory modification thereof for the time being in force, and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the company, or created by it, and to keeping a register of the directors, and to sending to the Registrar of Companies a copy of the register of directors and notifications of any changes therein and copies of special resolutions.

41) The directors shall cause minutes to be made in books provided for the purpose of –

(a) all appointments of officers made by the directors;

(b) the names of the directors present at each meeting of the directors and of any committee of the directors;

- (c) all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors, and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

The Seal

- 42) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least two directors and of the secretary or such other person as the directors may appoint for the purpose: and those two directors and secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Disqualifications of Directors

- 43) The office of director shall be vacated, if the director-
- (a) resigns from the post of director; or
 - (b) holds any other office of profit under the company except that of managing director or manager; or
 - (c) becomes bankrupt; or
 - (d) is found lunatic or becomes of unsound mind; or
 - (e) is concerned or participates in the profits of any contract with the company; or
 - (f) a resolution is passed either by the company or the board of directors to remove the director;:

Provided, however, that no director shall vacate his office by reason of his being a member of any company which has entered into contracts with or done any work for the company of

which he is director; but a director shall not vote in respect of any such contract or work, and if he does so vote his vote shall not be counted.

Rotation of Directors

- 44) At the first ordinary meeting of the company, the whole of the directors shall retire from office, and at the ordinary meeting in every subsequent year one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.
- 45) The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.
- 46) A retiring director shall be eligible for re-election.
- 47) The company at the general meeting at which a director retires in manner aforesaid may fill the vacated office by electing a person thereto.
- 48) If at any meeting at which an election of directors ought to take place the places of the vacating directors are not filled, the meeting shall stand adjourned till the same day in the next week at the same time and place, and, if at the adjourned meeting the places of the vacating directors are not filled, the vacating directors, or such of them as have not had their places filled, shall be deemed to have been re-elected at the adjourned meeting.
- 49) The company may from time to time in general meeting increase or reduce the number of directors, and may also determine in what rotation the increase or reduced number is to go

out of office.

50) Any casual vacancy occurring in the board of directors may be filled up by the directors, but the person so chosen shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

51) The directors shall have power at any time, and from time to time, to appoint a person as an additional director who shall retire from office at the next following ordinary general meeting, but shall be eligible for election by the company at that meeting as an additional director.

52) The company may by extraordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which Companies the director in whose place he is appointed was last elected a director.

Proceedings of Directors

53) The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

54) The quorum necessary for the transaction of the business of the directors may be fixed by the

directors and unless so fixed shall (when the number of directors exceeds three) be three.

55) The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors, the continuing directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.

56) The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

57) The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the directors.

58) A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

59) A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.

60) All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

Accounts

61) The directors shall cause true accounts to be kept with respect to-

(a) all sums of money received and expended by the company and the matter in respect of which such receipts and expenditure takes place; and

(b) the assets and liabilities of the company.

62) The books of account shall be kept at the registered office of the company, or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

63) The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or

document of the company, except as conferred by law or authorised by the directors or by the company in general meeting.

64) Once at least in every year, the directors shall lay before the company in general meeting a profit and loss account for the period since the preceding account or (in the case of the first account) since the incorporation of the company, made up to a date not more than six months before such meeting.

65) A balance sheet shall be made out in every year and laid before the company in general meeting, made up to a date not more than six months before such meeting. The balance sheet shall be accompanied by a report of the directors as to the state of the company's affairs and the amount, if any, which they propose to carry to a reserve fund.

66) A copy of the balance sheet and report shall, seven days previously to the meeting, be sent to the persons entitled to receive notices of general meetings in the manner in which notices are to be given hereunder.

Audit

67) Auditors shall be appointed and their duties regulated in accordance with sections 113 and 114 of the Companies Act, or any statutory modification thereof for the time being in force.

Notices

68)(1) A notice may be given by the company to any member either personally or by sending it

by post to him to his registered address, or (if he has no registered address in Belize) to the address, if any, within Belize supplied by him to the company for the giving of notices to him.

(2) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

69) If a member has no registered address in Belize and has not supplied to the company an address within Belize for the giving of notices to him, a notice addressed to him and advertised in a newspaper circulating in the neighbourhood of the registered office of the company, shall be deemed to be duly given to him on the day on which the advertisement appears.

70) A notice may be given by the company to the joint holders of a share by giving notice to the joint holder named first in the register in respect of the share.

71) A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, in Belize supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by

giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

72)(1) Notice of every general meeting shall be given in some manner hereinbefore authorised to-

(a) every member of the company (including bearers of share warrants) except those members who (having no registered address within Belize) have not supplied to the company an address within Belize for the giving of notices to them, and

(b) every person entitled to a share in consequence of the death or bankruptcy of a member, who, but for his death or bankruptcy, would be entitled to receive notice of the meeting.

(2) No other persons shall be entitled to receive notices of general meetings.

Winding Up

73) If the company shall be wound up, the liquidator shall, with the sanction of a special resolution of the company and any other sanction required by the Act, devolve the remaining assets of the company, after payment of all debts, if there are any remaining assets, in accordance with the Clause 6 of the Memorandum of Association of the company and no part of the assets of the company shall be distributed to any member of the company.

Indemnity

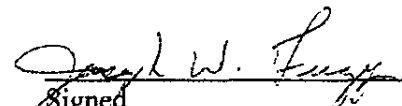
74) Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

NAME	ADDRESS	DESCRIPTION
------	---------	-------------

Joseph W. Fuzy

#2 St. Matthews St.
Belize City, Belize

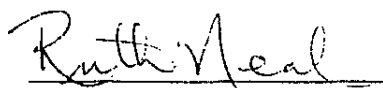
Businessman


Signed

Ruth T. Neal

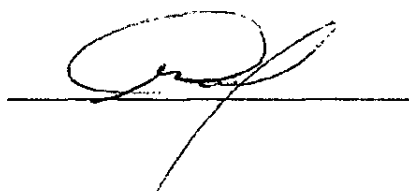
5800 University Drive
West Landivar
Belize City, Belize

Businesswoman


Signed

Dated the 30th day of May, 2013.

Witness to the above signatures,



BELIZE

THE COMPANIES ACT
Chapter 250 of the Laws of Belize Revised Edition 2000



A COMPANY NOT FOR PROFIT LIMITED BY GUARANTEE



MEMORANDUM OF ASSOCIATION

- of -

**cAmerica Global Humanitarian
Outreach Foundation**

- 1) The name of the company (hereinafter called "The Company") is **cAmerica Global Humanitarian Outreach Foundation.**
- 2) The registered office of the Company will be situated at #2 St. Matthews Street, Belize City, Belize, or any other address which the Directors may by resolution agree upon, and by notice give the Registrar General.

Re 928842
Certified True Copy
31/5/12
Belize Companies and Registrar General's Office

3) Company Objectives –

(1) The primary objects for which the Company is established are:

- a) To contribute to the advancement of useful education for the people of Belize and other parts of the world;
- b) To promote academic education and scholarship;
- c) To increase the acquisition and understanding of medical and health knowledge;
- d) To aid in the development of vocational skills such as construction, masonry, plumbing, electrical, joinery, welding, and other skills associated with and relevant to the construction of housing and educational facilities;
- e) To construct new schools, educational facilities and a world-class global university;
- f) To repair, renovate, replace, expand or enhance existing school facilities;
- g) To teach, develop, promote, sponsor and enhance agricultural production and practices;
- h) To aid in the establishment and development advanced technological communications and transportation to support the work of the Company and to enhance the lives of the people reached by the organization;
- i) To assist and support other associations, institutions and organizations with similar objects.

(2) The objects incidental to, or ancillary for the attainment of the above main objects are :

- (a) Obtain all necessary permission or licenses for the above purposes;

- (b) Generally do all such things as may appear to the Company to be incidental to, or conducive to the attainment of the above objectives or any of them;
- (c) Maintain a complete set of books and financial accounts for the Company;
- (d) Advance money to any person or corporation in Belize or any other part of the world, either at interest or without, upon the security of freehold or leasehold property by way of mortgage, or upon marketable security; or upon such terms and conditions as the company may think fit;
- (e) Give grants, endowments, gifts or donations to any person or corporation in any country or any place on earth, upon such terms or conditions as the Company may think fit;
- (f) Give assistance in manpower, resource or knowledge, or in any other manner that the Company sees fit to any person or organization in any place;
- (g) Advance, lend or deposit money, securities and property to or with such persons, and on such terms as may seem expedient;
- (h) Draw, accept and make, and to endorse, discount, buy, sell, deal and negotiate bills of exchange and promissory notes, bills of lading warrants, debentures and other negotiate instruments;
- (i) Undertake and execute trusts of all kinds, whether private or public, and to transact all kinds of agency business, either gratuitously or otherwise and in particular without limiting the generality of the above to act as treasurers, registrars and secretaries
- (j) Raise money in any manner for the purpose of any business of the Company upon such terms and conditions as the Company shall think fit;

- (k) To receive, hold, manage and invest funds and assets received whether by donation or otherwise, in accordance with the terms and conditions attached thereto, or in such manner as the Company sees fit;
- (l) Receive money on deposit, with or without allowance or interest thereon;
- (m) Adopt such means of making known the Company and its objects and business as may seem expedient, and in particular by promotions on the Internet, advertising in the press, circulars, by purchase and exhibition of works of art or interest, models and machines, by publication of books, periodicals and catalogues, and by granting prizes, rewards and donations;
- (n) Obtain or acquire by application, purchase, license or otherwise, and to exercise and use and grant licenses to others, to exercise and use patent rights, brevets d'invention, concessions or protection in any part of the world for any invention, mechanism or process, secret or otherwise, and disclaim, alter or modify such patent rights or protection and also to acquire, use and register trademarks, trade names, registered or other designs, rights of copy-rights or other rights or privileges in relation to any business for the time being carried on by the Company;
- (o) Engage employees and enter into contracts with person, firm or company for the performance of the routine operations of the Company and for the performance of services to clients and to remunerate any person, firm or company rendering services to the Company as may be thought expedient;
- (p) Provide for the welfare of persons in the employment of the Company, or formerly in the employment of the Company or its predecessors in business, and the wives, widows and families of such persons, by grants of money,

pensions or other payments, and by providing or subscribing towards places of instruction and recreation, and hospitals, dispensaries, medical and other attendance, and other assistance, as the Company think fit and to form, subscribe to, or otherwise aid benevolent, religious, scientific, national or other institutions, or objects, which shall have any moral or other claims to support or aid by the Company by reason of the nature or the locality of its operations or otherwise;

- (q) Grant compensation to members, directors, officers or other servants of the Company and others as the Company may think proper for services necessary to the operation of the Company;
- (r) Make payments towards insurance including insurance for any member, director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law);
- (s) Pay, provide or make arrangements for providing such pensions, annuities, gratuities, allowances, benefits, rights, loans and other matters and to establish, support, subsidise and subscribe to any contributory or non-contributory pension or superannuation or provident fund and generally to provide advantages, facilities and services for any persons who are or have been members or directors of, or who are or have been employed by, or who are serving or have served the Company;
- (t) Enter into and carry into effect any arrangement of joint working in business, or for sharing of profits, or for amalgamation with any other company, Company or any partnership or person, carrying on business within the objects of the Company;

- (u) Establish, promote and otherwise assist any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this Company;
- (v) Improve, manage, construct, repair, develop, exchange, lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licenses, options, rights and privileges in respect of, or otherwise deal with all or part of the property, rights and privileges of the Company;
- (w) Sell, dispose of, or transfer the business, property and undertaking of the Company, or any part thereof, for any consideration which the Company may see fit to accept;
- (x) Subscribe for, underwrite, purchase or otherwise acquire to hold, dispose of, and deal in shares, stocks and securities of any other company, whether Belizean or foreign or of any country, state, dominion, colony or government;
- (y) Accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company as a donation, bequest or gift, or in payment or part for any services rendered or for any sale to, or debt owing from any such company;
- (z) Invest any money of the Company not for the time being required for the general purpose of the Company in such investments as may be thought proper, and hold, sell or otherwise deal with such investments;
- (aa) Do all, or any part of the things and matters aforesaid in any part of the world and either as principals, agents, contractors, trustees, or otherwise and either alone or in conjunction with others as factors, trustees or agents for any other companies or persons, or by, or through any factors, trustees or agents

and to permit any property or rights belonging to the company to be held by, or to be vested, or remain vested in any person or company whatsoever **solely** as trustees for the Company, **provided that no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise whatsoever, or howsoever by way of profit to the members of the Company;**

(bb) Do all such other things as may be deemed incidental or conducive to the attainment of the Company's objectives or any of them.

AND IT IS DECLARED THAT:

- a. The word "Company" in this clause except where used in reference to the company, shall be deemed to include any partnership, or other body, or persons whether domicile in Belize or elsewhere: and;
 - b. The objects specified in each of the paragraph of this clause shall be registered as independent objects, and accordingly shall in no way be limited, or restricted (except where otherwise expressed) in such paragraphs and shall be reference to, or carried out in as full and ample a manner and construed in as wide a sense if each of the said paragraph defined in the objects of the separate and distinct company.
- 4) The liability of members is limited by guarantee to the extent specified in clause 5 of this Memorandum.

- 5) Every member or director of the Company undertakes to contribute to the assets of the Company in the event of the Company being wound up, while such member or director is a member or director, or within one year after such member or director ceases to be a director or member, for the payment of debts and liability of the Company contracted before such director or member ceases to be a director or member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ten dollars (\$10.00).
- 6) If upon the winding up or the dissolution of the Foundation there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the directors or members of the Company, but shall be given or transferred with the express written consent of the Board of Directors of the Company to some other institution or institutions having objects similar to the objects of the Company, and one of whose object prohibits the distribution of its or their income to an extent at least as great as is imposed on the Company under or by virtue of Clause 3 hereof, and if and so far as effect cannot be given to such provision then to some charitable organization of a similar nature.

We the several persons, whose names and addresses are subscribed, are desirous of being formed into a company pursuant to this Memorandum of Association.



NAME

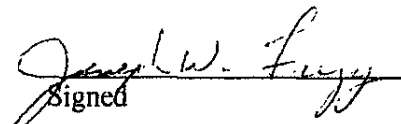
ADDRESS

DESCRIPTION

Joseph W. Fuzy

#2 St. Matthews St.
Belize City, Belize

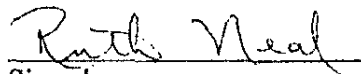
Businessman


Signed

Ruth T. Neal

5800 University Drive
West Landivar
Belize City, Belize

Businesswoman


Signed

Dated the 30th day of May, 2013.

FILED
13 JUL -2 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Witness to the above signatures,

