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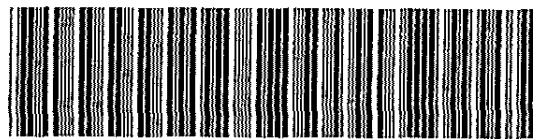
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** HAPPY FACES FOUNDATION INC.

**DOCUMENT NUMBER:** N00000000736

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

FERNANDO E. SOLA

(Name of Contact Person)

HAPPY FACES FOUNDATION INC.

(Firm/ Company)

1045 CABO BLANCO AVE.

(Address)

ATLANTIC BEACH, FL. 32233

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

FERNANDO E. SOLA

(Name of Contact Person)

at ( 904 ) 742-5268

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

HAPPY FACES FOUNDATION, INC

N00000000736

FILED  
MAR 31 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
for Profit

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

*The name of the corporation shall be:*  
HAPPY FACES FOUNDATION INC.

**ARTICLE II PRINCIPAL OFFICE**

*The principal place of business and mailing address of this corporation shall be:*  
1045 CABO BLANCO AVE.  
ATLANTIC BEACH, FL. 32233

**ARTICLE III PURPOSE**

*The purpose for which the corporation is organized is:*

This corporation has been organized exclusively for charitable purposes: To deliver supplies in the form of (new and used) clothes, shoes, toys, and educational materials to orphanages in North, Central and South America. These orphanages provide shelter, education, medical assistance and a family environment to children living in the streets, and most of them depend on donations to keep their doors open. We will encourage people through the media to get in contact with the orphanages and help them in any possible way.

**ARTICLE IV MANNER OF ELECTION**

*The manner in which the directors are elected or appointed:*

Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

All Board members shall serve four (4) year terms, but are eligible for re-election.

Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

**ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

*List name(s), address(es) and specific title(s):*

|                   |                  |   |
|-------------------|------------------|---|
| FERNANDO E. SOLA  | /President/      | 1045 CABO BLANCO AVE. ATLANTIC BEACH, FL. 32233   |
| KENT AGUERO       | /Vice president/ | 859 SW 154 PATH MIAMI, FL. 33194                  |
| KENNETH BACKOFTEN | /Treasurer/      | 11349 SW 74 <sup>th</sup> STREET MIAMI, FL. 33173 |
| JESSICA L. WARD   | /Secretary/      | 916 HIBISCUS STREET ATLANTIC BEACH, FL. 32233     |

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

*The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:*

FERNANDO E. SOLA  
1045 CABO BLANCO AVE.  
ATLANTIC BEACH, FL. 32233

**ARTICLE VII INCORPORATOR**

*The name and address of the Incorporator is:*

FERNANDO E. SOLA  
1045 CABO BLANCO AVE.  
ATLANTIC BEACH, FL. 32233

\*\*\*\*\*

Said corporation is organized exclusively for charitable purposes, including, for such purposes, the making of contributions to organizations under section 501 c (3) of the Internal Revenue Code (or the 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 member, trustees, directors, 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 Section 501(c)(3) purposes. 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, the corporation 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 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 corresponding section of any future Federal tax code).

Upon the dissolution of this 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 corresponding section of any future Federal tax code, or shall be government, for a public purpose.

\*\*\*\*\*

*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.*

  
FERNANDO E. SOLA  
Signature/Registered Agent

March 25, 2005  
Date

  
FERNANDO E. SOLA  
Signature/Incorporator

March 25, 2005  
Date

The date of adoption of the amendment(s) was: MARCH 25, 2005

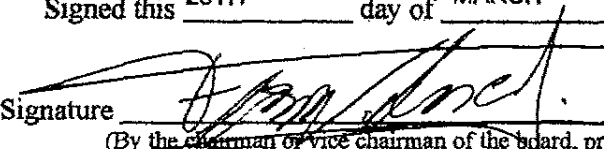
Effective date if applicable: MARCH 25, 2005  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 25TH day of MARCH, 2005

Signature

  
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

FERNANDO E. SOLA

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

**FILING FEE: \$35**