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**FLORIDA - CORPORATION OR P.A.**

**OLAS, ORGANIZATION LOST AT SEA FOUNDATION, INC.**

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 16, 2000

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

OLAS, ORGANIZATION LOST AT SEA FOUNDATION, Inc.

We, the undersigned incorporates, all being of full age, have associated ourselves together for the purpose of forming a and we do CORPORATION NOT FOR PROFIT, WITHOUT CAPITAL STOCK, under the provisions of CHAPTER 617, FLORIDA STATUTES; acknowledge, and file these Articles of Incorporation. Hereby accept all the rights, privileges, benefits and obligations conferred and imposed by said laws, and we do hereby make, subscribe,

ARTICLE I

NAME

The name of this Corporation shall be:

OLAS, Organization Lost At Sea Foundation, Inc.

ARTICLE II

TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

OBJECTS AND PURPOSES

The objects and purposes for which this corporation is to be formed, are as follows:

A. To create and maintain an organization for Victims lost at Sea in the pursue of the Freedom of Idealism, what ever this may have been. The dream of all men, women and children to be equal, and be able to find a place for their relatives, friends, and community to recognize their memory. To unite a community and people from all over, to promote the awareness that lives are precious and eliminate the enigma that the family , friends, and the community

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goes through in the ordeal of not having a physical body of their love one. Also to install awareness to our community, and our communities economic development, employment, crime prevention, mental health, and welfare, social intercourse among, volunteers, natural beauty, pollution, human rights, nature, etc. To erect, maintain, purchase, rent, hire, lease, let, or otherwise acquire or dispose of buildings, monuments or structures for said purpose; to acquire, sell, mortgage, lease, or otherwise acquire or dispose of real or personal property necessary or convenient to such purpose.

B. To promote and aid in the awareness, economic development, employment, crime prevention events, mental health and welfare services, charity balls, clothing, medical, and food collection drives and fund raisers of every kind and description; to provide and maintain therefore buildings, grounds, and facilities, including houses for the accommodations of its volunteers; to elevate the standards of health by collection drives and charity events; to maintain a high plane of physical and moral excellence and to enlist the cooperation of all persons to that end; to hold collection drives and fund raisers and exhibitions of every kind; to give and grant to others, so far empowered by law, the right of privilege to hold collection drives, fund raisers and exhibitions under its auspices or otherwise, in accordance with its prescribed rules and regulation and subjects to such conditions as it may lawfully impose; to enact and establish rules and regulation governing such collection drives fund raisers and exhibitions, classifying those participating therein, determining and defining rewards and prizes for such events, defining and displaying literature, concerning such events and determining and defining breaches and infractions of its rules and regulations and imposing reprimand therefore in accordance with law; to exercise disciplinary authority so far as is lawful over all persons engaged in such collection drives, fund raisers and exhibitions to the end that such collection drives, fund raisers, and charity functions of every kind may be conducted in an orderly and lawful manner; to promote the communities family values, economic development, employment, health, welfare and moral well-being of all men; to inform public opinion; and by all lawful means to elevate, impose, and promote clothing, medical food collection drives, fund raisers, exhibitions, economic development, employment, and charity events.

C. To raise, receive and maintain funds and real property or personal property, or both, and to distribute and administer the fund or funds, including and income or interest generated therefrom, exclusively for the accomplishment of all the objects and purposes of the organization.

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## ARTICLE IV

### CORPORATE POWERS

In furtherance of and not in limitation of the general powers conferred by the laws of Florida, and the objects and purposes set forth in this instrument, it is expressly provided that this organization shall also have the following powers:

1. Acting through its Board of Directors, its President, its Vice-Presidents and other officers, subject to powers and restrictions stipulated by law, by these Articles of Incorporation, and its bylaws, to do such acts as are necessary or convenient to the accomplishment of the objects set forth herein, the attainment of the objects and purposes set forth in this instrument and to the same extent and as fully as any natural person might or could do.
2. To have succession by its corporate name for the period set forth in its Articles of Incorporation.
3. To sue or be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
4. To adopt and use a common corporate seal and alter the same, provided however, that such seal shall always contain the words "Corporation Not For Profit".
5. To elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
6. To adopt, change, amend and repeal by-laws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
7. To increase, by vote of its members cast as the by-laws may direct, the number of its directors, managers or trustees, so that the number shall not be less than three, but may be any number in excess thereof.

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8. To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all and any of its property, franchises or income.
9. To conduct its affairs, carry on its operation, and have offices and exercise the powers granted by laws of FLORIDA in any state, territory, district, or possession of the United States of America or any foreign country.
10. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property or any interest therein, wherever situated.
11. To acquire, enjoy, utilize and dispose of patents, copy rights, and trademarks and any licenses and other rights or interests thereunder or therein.
12. To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.
13. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporation, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligation of the United States of America, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
14. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.
15. To make donation for the public welfare or for religious, charitable, scientific, educational or other similar purposes.
16. To merge or consolidate with other corporations not for profit, domestic or foreign, provided that the surviving corporation is a Corporation Not For Profit.
17. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

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## ARTICLE V

### MEMBERSHIP

The members shall consist of the incorporates and any natural person of full age, approved by the Board of Directors, provided that he or she proves the willingness to work towards the accomplishments of the objects and purposes of this organization, subject to any admission requirements contained in the By-laws of this organization.

Membership to this corporation is granted without regard to race, creed, color, sex, age, sexual orientation, or natural origin.

Any applicant meeting the qualifications set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees and dues as the Board of Directors may from time to time determine.

## ARTICLE VI

### MANAGEMENT

The activities and affairs of the corporation shall be managed by the Board of Directors. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in the By-laws, but in no case shall the number be less than THIRTEEN (13) and/or more than SEVENTEEN (17).

The Directors need not be members of the corporation unless so not required by the By-laws. The Board of Directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the By-laws may provide, and shall hold office until their successors are respectively elected and qualified. The Founder/Directors shall maintain life-time voting seats on the Board of Directors. The By-laws shall specify the number of directors necessary to constitute a quorum.

The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, designate one or more committees, which to the extent provided in the resolution or resolutions or in the By-laws of the corporation shall have and may exercise the powers of the Board of Directors in

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the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the By-laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

The Chairperson and/or the Board of Directors may in its discretion appoint a Board of Trustees and determine the number of its members, their tenure of office and their power and duties. The Board of Directors of the corporation may allot to such Board of Trustees functions and powers of the Board of Directors, subject to the direction, approval and control of the Board of Directors.

The members of the Board of Trustees need not be members of the corporation.

The officers of the corporation shall be a President, one or more Vice-Presidents, one Secretary, and one Treasurer. The Board of Directors may appoint Assistant Secretary or Assistant Treasurer, if needed.

These officers shall be elected or appointed by the Chairperson if said office is vacated by resignation, by natural causes or by proven dereliction of duties, but must be approved by the Board of Directors and shall hold office in the manner provided in the By-laws of the corporation.

## ARTICLE VII

### DIRECTORS

This corporation shall have Fifteen (15) directors initially. The number of the directors may be increased or diminished from time to time by the By-laws of the corporation.

The names and mailing addresses of the initial Directors who shall hold office until their successors are elected and have qualified, are as follows:

Dr. Lily Wagner	Founder/Director/Chairperson 8359 S.W. 5 St. Miami, Fla 33144
Oswaldo Utrilla	Founder/Director/Treasure 8359 S.W. 5 St. Miami, Fla. 33144

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Wilfredo Calvino Jr.	Founder/Director/Secretary 111323 S.W. 27 St. Miami, Fla.33144
Enrique Blanco	Founder/ Director/ V. Pres. 987 S. E. 5 St. Hialeah, Fla. 33144

#### ARTICLE VIII

##### OFFICERS

The names, addresses and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

Lily Wagner	President
Enrique Blanco	Vice Pres.
Osvaldo Utrilla	Treasure
Wilfredo Calvino Jr.	Secretary

#### ARTICLE IX

##### REGISTERED AGENT AND REGISTERED OFFICE

The corporation's Resident Agent for Service in the State of Florida shall be:

Lily Wagner  
8359 S.W. 5 Street  
Miami, Fla.33144

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The address of the Registered Office of this Corporation Shall be:

The principal office address is: 8359 S.W. 5 St., Miami, Fla. 33144

The mailing address is: 9517 W. Flagler St. #117 Miami, Fla 33144

## ARTICLE X

### INDEMNIFICATION

The Corporation shall indemnify any officer, director, or employee of the corporation, or any former officer, director or employee of the corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

## ARTICLE XI

### PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities without a 2/3 majority vote of the Board of Directors.
2. Allow any part of its net income to inure to the benefit of officers, directors or members of the corporation, or to any other individuals except in the furtherance of its object and purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office without a 2/3 majority vote of the Board of Directors.
4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501 © (3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended or by any organization, contributions to which are deductible under Section 170 © (2) of such Code and regulations as they now exist or as they may hereafter be amended.

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5. Conduct any other activities prohibited under the provisions of Florida Statutes, Section 617.0105 and by any other law of the State of Florida and of the United States of America.

## ARTICLE XII

### GENERAL

All income and assets of the corporation, above necessary expenses, shall be administered solely and exclusively for the corporation purposes selected by the Board of Director.

This corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers, or members. In addition, no part of the income of the corporation shall be distributed to its members, directors officers or incorporators; provided that the corporation may pay compensation in a reasonable amount to its members, directors and officers for services rendered; may confer benefits upon its members in conformity with its purpose.

## ARTICLE XIII

### BY-LAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The By-laws of the corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the By-laws change, has been furnished in writing to each voting member of the corporation at least ten (10) days prior to the meeting at which such By-laws alteration is to be voted upon, whether it be a membership meeting or a Board of Directors meeting.

The Articles of Incorporation of this corporation shall be amended or additional provisions added or adopted by a two-thirds (2/3) majority vote of the voting membership present or voting by proxy at any meeting thereof; provided

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that notice thereof, which shall include the text of the Articles of Incorporation change, has been furnished in writing to each voting member of the corporation at least ten (10) days prior to the meeting at which such Article of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to Articles of Incorporation of non-profit corporations.

#### ARTICLE XIV

##### DEDICATION OF ASSETS

The corporation dedicated all assets which it may acquire to the objects and purposes set forth in Articles III hereof. In the event that the corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Section 501 <sup>c</sup> (3) and 170 <sup>c</sup> (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal Government or to a state or local government for exclusive public purpose.

#### ARTICLE XV

##### INCORPORATORS

The name and mailing address of the incorporates are as follows:

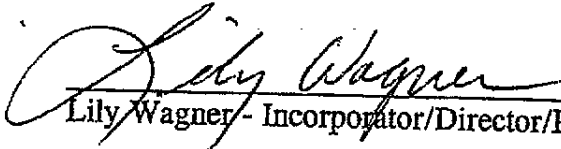
Dr. Lily Wagner  
8359 S.W. 5 St  
Miami, Florida 33144

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

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In Witness Whereof, the above named incorporates have hereunto  
subscribed their name, this 10th day of March 2000..



Lily Wagner - Incorporator/Director/Registered Agent

State Of Florida

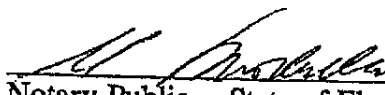
SS:

County Of Miami-Dade)

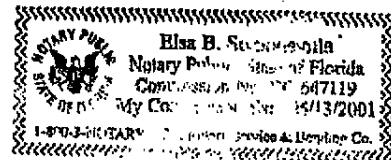
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Before Me, the undersigned authority, personally appeared Dr. Lily  
Wagner who is to me well known to be the persons described in and who  
subscribed the foregoing Articles of Incorporation, and they did freely and  
voluntary acknowledge before me according to law that they made and  
subscribed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and affixed my official  
seal, in the State of Florida, City of Miami,  
County of Miami-Dade, this 10th day of March 2000.

  
Notary Public, State of Florida at Large

(seal)



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