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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

RANASCIER FOUNDATION, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 25, 2000

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

For the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I - NAME AND ADDRESS

The name and principal address of the corporation shall be:

**RENASCER FOUNDATION, INC.
4331 North Federal Highway Suite 102
Fort Lauderdale, Florida 33308**

ARTICLE II - TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE III - PURPOSE

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. To receive donations and contributions, and maintain real or personal property and assets, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income and the principal therefrom for educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. To establish, organize, promote, and maintain welfare programs and charitable activities.

3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

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6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business, and to secure loans by mortgage, pledge, deed of trust, or other lien.

7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 © (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Broward County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated for such purposes.

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12. The corporation shall have such powers as are conferred upon by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

13. The membership of this corporation shall be open to all persons who have an interest in helping unfortunate individuals through community programs such as educational, vocational and rehabilitation programs, health-care assistance, all with the purpose of assisting said individuals to be part of a productive society. Admission for membership will be as provided for from time to time in the By-Laws.

The By-Laws may impose other conditions of membership from time to time.

ARTICLE IV - SUBSCRIBERS

The names and residences of the subscribers of this corporation are as follows:

ESTEVAM HERNANDES FILHO
4331 N. Federal Hwy. Suite 102
Fort Lauderdale, Florida 33308

FELIPPE DANIEL HERNANDES
4331 N. Federal Hwy. Suite 102
Fort Lauderdale, Florida 33308

SONIA HADDAD MORAES HERNANDES
4331 N. Federal Hwy. Suite 102
Fort Lauderdale, Florida 33308

MARCO ANTONIO GARCIA
5000 North Ocean Blvd. #610
Fort Lauderdale, Florida 33308

FERNANDO HENRIQUE CAMARGO PINTO
5500 Arnold Palmer #1512
Orlando, Florida 32811

ANGELITA DE ALMEIDA VALE
Av. Conselheiro Rodrigues Alves, 127 - Bl. B - apt. 121
04014-010 São Paulo, Capital, Brazil

ANTONIO CARLOS AYRES ABBUD
Rua Gomes de Carvalho, 1306 - cj. 11 - Vila Olimpia
04547-005 São Paulo, Capital, Brazil

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ARTICLE V - OFFICERS

The affairs of the corporation shall be managed by a President, Vice-President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors.

The names of the officers and the offices they shall hold until the first election shall be:

ESTEVAM HERNANDES FILHO DIRECTOR/PRESIDENT
4331 N. Federal Hwy. Suite 102
Fort Lauderdale, Florida 33308

FELIPPE DANIEL HERNANDES DIRECTOR/VICE-PRESIDENT
4331 N. Federal Hwy. Suite 102
Fort Lauderdale, Florida 33308

**SONIA HADDAD MORAES HERNANDES DIRECTOR/VICE
PRESIDENT**
4331 N. Federal Hwy. Suite 102
Fort Lauderdale, Florida 33308

MARCO ANTONIO GARCIA DIRECTOR/SECRETARY TREASURER
5000 North Ocean Blvd. #610
Fort Lauderdale, Florida 33308

ARTICLE VI - BOARD OF DIRECTORS

The members of the Board of Directors shall never be less than seven (7) in number. Initially the Board of Directors shall consist of seven (7) persons whose names and addresses are as follows and who shall serve as Directors until the first election:

ESTEVAM HERNANDES FILHO DIRECTOR/PRESIDENT
4331 N. Federal Hwy. Suite 102
Fort Lauderdale, Florida 33308

FELIPPE DANIEL HERNANDES DIRECTOR/VICE-PRESIDENT
4331 N. Federal Hwy. Suite 102
Fort Lauderdale, Florida 33308

**SONIA HADDAD MORAES HERNANDES DIRECTOR/VICE
PRESIDENT**
4331 N. Federal Hwy. Suite 102
Fort Lauderdale, Florida 33308

MARCO ANTONIO GARCIA DIRECTOR/SECRETARY TREASURER
5000 North Ocean Blvd. #610
Fort Lauderdale, Florida 33308

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FERNANDO HENRIQUE CAMARGO PINTO DIRECTOR
5500 Arnold Palmer #1512
Orlando, Florida 32811

ANGELITA DE ALMEIDA VALE DIRECTOR
Av. Conselheiro Rodrigues Alves, 127 - Bl. B - apt. 121
04014-010 São Paulo, Capital, Brazil

ANTONIO CARLOS AYRES ABBUD DIRECTOR
Rua Gomes de Carvalho, 1306 - cj. 11 - Vila Olimpia
04547-005 São Paulo, Capital, Brazil

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least then (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE VIII - BY LAWS

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE IX - ANNUAL MEETING

The corporation shall hold an annual meeting for members within (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

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IN WITNESS WHEREOF, I have subscribed my name this _____ day of _____, 2000.


ESTEVAM HERNANDES FILHO

STATE OF FLORIDA]
COUNTY OF DADE]

BEFORE ME personally appeared **ESTEVAM HERNANDES FILHO**, known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes herein stated.

WITNESS my hand and official seal at Dade County, Florida, this _____ day of _____, 2000.

NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

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First - That **RENASCEER FOUNDATION, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Fort Lauderdale County of Broward, State of Florida has named Estevam Hernandes Filho of 4331 N. Federal Hwy. #102-Ft. Lauderdale, 33308-State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Fort Lauderdale, 1 MAI 2000, 2000


ESTEVAM HERNANDES FILHO

99.5000-REGISTRO CIVIL VILA MARIANA - R. Dr. Neto Aragão, 63 V. Mariana-SP
DEL. JORGE BAPTISTA MARTELLETO - OFICIAL

Reconheço, por sedelhança, a firma de: ESTEVAM HERNANDES FILHO.
São Paulo, 1 de Maio de 2000.
Es testemunho da verdade.

Jose Carlos Laurinho 11848-157 - Jovisiane de Mima-ESCRIT. Not.
(Preço da firma R\$ 1,59) Valor total: R\$ 1,59



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— PROCVIMENTO n.º 29/80 - CG —

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