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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-11/08/00--01030--009  
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. VILLA FELIZ, INC.  
(Corporation Name) (Document #)
2. Translation: Happy Small Town, Inc.  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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  Certified Copy  
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  Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

**ARTICLES OF INCORPORATION**

**FOR**

**VILLA FELIZ, INC.**

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME OF THE CORPORATION**

The name of this Corporation shall be:

**VILLA FELIZ, INC.**

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of this corporation shall be:

**16358 SW 75 ST.  
MIAMI, FL 33193-3720**

**ARTICLE III**  
**DURATION**

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles of Incorporation with the Department of State.

**ARTICLE IV**  
**PURPOSE OF CORPORATION AND**  
**NATURE OF CORPORATE BUSINESS**

This Corporation is organized for the following business purposes:

**To provide education, information, & general support to underprivileged youth**, and to engage in any and all lawful business activity permitted under the laws of the United States and the State of Florida.

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**ARTICLE V**  
**INITIAL BOARD OF DIRECTORS AND**  
**MANNER OF ELECTION OF DIRECTORS**

This Corporation shall have 3 directors constituting the original Board of Directors. The number of directors may be either increased or decreased from time to time by method stated in the bylaws; however there shall never be more than 5 directors nor less than three. The names and post office addresses of the members of the first board of Directors of this Corporation are:

<b><u>NAMES</u></b>	<b><u>POST OFFICE ADDRESS</u></b>
Maria T. Urdaneta	16358 SW 75 St. Miami, FL 33193-3720
Gilberto Urdaneta	16358 SW 75 St. Miami, FL 33193-3720
Ninfa G. Urdaneta	16358 SW 75 St. Miami, FL 33193-3720

**ARTICLE VI**  
**CORPORATE POWERS**

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

**ARTICLE VII**  
**INITIAL REGISTERED AGENT AND**  
**INITIAL REGISTERED OFFICE**

The name of the initial registered agent of this corporation is **Maria T. Urdaneta**, and the street address of the initial registered office and the principal place of business of this corporation is

16358 SW 75 St.  
Miami, FL 33193-3720

**ARTICLE VIII**  
**INCORPORATOR**

The name and post office address of the incorporator executing the Articles of Incorporation of this Corporation are:


<b><u>INCORPORATOR'S NAME</u></b>	<b><u>POST OFFICE ADDRESS</u></b>
<b>Maria T. Urdaneta</b>	<b>16358 SW 75 ST Miami, FL 33193-3720</b>

**ARTICLE IX**  
**NOT FOR PROFIT ACTIVITIES AND DISSOLUTION**

- A. The purposes for which Villa Feliz, Inc. is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986; or the corresponding provision of any future United States Internal Revenue law.
- B. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- C. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for public purpose. Any such assets not so disposed shall be disposed by a court of competent jurisdiction of the country in which the principal office of the organization is then located, exclusively for such purposes.

**ARTICLE X**  
**ATTESTATION**

IN WITNESS THEREOF, The undersigned Incorporator makes and files these Articles of Incorporation for the purpose and intent to carry on business within the State of Florida, and said Incorporator does attest that the above facts and statements are truly and correctly stated on this 6th day of November, 2000.

  
**Maria T. Urdaneta**  
INCORPORATOR

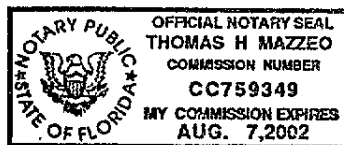
STATE OF FLORIDA    )  
                                  )  
COUNTY OF DADE    )

ON THIS DAY BEFORE ME, a Notary Public duly authorized in the State and County set forth above, personally appeared **Maria T. Urdaneta**, to and by me known as the person described in the above Articles of Incorporation as the Incorporator, and SHE acknowledged before me that SHE executed the above-described Articles of Incorporation.

IN WITNESS THEREOF, I have set my hand and affixed my official seal at Miami, County of Dade, State of Florida, this 6th day of November, 2000.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission expires:



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: **Villa Feliz, Inc.**
  
2. The name and address of the registered agent and office is:

**Maria T. Urdaneta**

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. I 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.

  
**Maria T. Urdaneta**

**November 6 , 2000**

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