

TRANSMITTAL LETTER

N020000003451

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ASOCIACION PERUANA DE ENFERMEDAD DE ALZHEIMER Y OTRAS DEMENCIAS INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

100005450451--8
-05/03/02--01071--003
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: TOMAS DATORRE
Name (Printed or typed)

410 - 16th. STREET
Address

MIAMI BEACH, FLORIDA 33139
City, State & Zip

(305) 531-5493
Daytime Telephone number

02 MAY -3 AM 11:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

28 5/3/02

7

ARTICLES OF INCORPORATION

FILED

02 MAY -3 AM 11: 22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ASOCIACION PERUANA DE ENFERMEDAD DE ALZHEIMER
Y OTRAS DEMENCIAS INC.**

In compliance with the requirements of the Florida Not For Profit Corporation Act., Florida Statutes chapter 617, the undersigned, for the purpose of establishing a not-for-profit Corporation under the laws of the state of Florida, hereby certifies as follows:

ARTICLE I

NAME

The name of this Corporation is Asociacion Peruana de Enfermedad de Alzheimer y Otras Demencias Inc. a Non Profit Organization.

ARTICLE II

DURATION

This is Corporation shall exist in perpetuity.

ARTICLE III

REGISTERED OFFICE

The street address of the Corporation's initial registered office is 410 - 16th Street, Miami Beach, Florida 33139, and the name of its initial registered agent at that address is TOMAS DATORRE.

ARTICLE IV

PURPOSES AND POWERS

This not for profit Corporation is organized and shall be operated exclusively for the purposes and shall have the powers set forth as follows:

A. The purposes of which the Corporation is organized are exclusively charitable, literary and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

B. The Corporation shall have all rights and powers conferred by the laws of the State of Florida upon non-profit Corporations, including without limiting the generality of the foregoing, the power to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property, for any of the purposes set forth above.

C. The Corporation shall have the power and authority to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V

LIMITATIONS

Notwithstanding any other provision 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) or the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

This is a Corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No dividends shall be paid, and no part of the income of the Corporation shall be distributed to its members, directors or officers. However, the Corporation may pay compensation in a reasonable amount to its officers and director for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE VI

MEMBERSHIP

There shall be voting and non-voting members of this Corporation.

The initial voting membership of this Corporation shall consist of the initial Board of Directors. Additional voting members may be elected by the voting members, with membership criteria being established by the bylaws of the Corporation, and any acceptance by an individual of all the rights

and privileges accorded to voting members shall be regarded as a guarantee on the part of the member of his or her adherence to its bylaws, rules and regulations. Each voting member will be issued a membership certificate which shall contain a statement, printed prominently on its face, that the Corporation is a non-profit Corporation, that the holder thereof is entitled only to one vote and is not entitled to any ownership interest in the Corporation or any of its assets nor to any pro rata share of assets upon dissolution.

The bylaws shall also provide for non-voting members of one or more classes who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the bylaws, but who shall not have the right to vote. Non-voting membership shall be open to anyone with an interest in the cause of this Corporation.

Notwithstanding the issuance of membership certificates to voting members, the Corporation is organized and shall be operated on a nonstick basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation. Neither the voting members nor any other persons shall have any ownership interest in the Corporation, and upon dissolution or liquidation of the Corporation, all of its remaining assets and property of every nature and type whatsoever shall be distributed exclusively in accordance with Article XII of the Articles of Incorporation.

ARTICLE VII

BYLAWS

The name and address of the person signing these Articles of Incorporation is:

Name : TOMAS DATORRE
Address : 410 - 16th Street - Miami Beach, Fl. 33139

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of not less than three (3) Directors. The number of Directors may be increased or decreased from time to time, in accordance with the bylaws adopted by the Board of Directors, but shall never be less than three (3) the names and addresses of the initial Board of Directors are:

Name : TOMAS DATORRE
Address : 410 - 16th Street - Miami Beach, Fl. 33139

Name : RANJAN DUARA
Address : 6500 S.W. 57 Ave. - Miami, Fl. 33143

Name : MARINA BRAVO
Address : 4300 Alton Road, Miami Beach, Fl. 33140

The voting members shall elect the Board of Directors at an annual meeting of the voting members. The bylaws may provide for ex officio and honorary Directors and their rights and privileges.

At the first meeting of the Board of Directors, following the first annual meeting of voting members, the Board of Directors may elect from among its members a Chairman of the board who shall also serve as the President of the Corporation.

Any vacancy on the Board of Directors shall be filled for the unexpired term of office by the remaining Directors. The Directors shall be elected by the voting members of the Corporation at the annual meeting as prescribed by the bylaws.

ARTICLE X

OFFICERS

The officers of the Corporation shall be a President, a Vice-President, Secretary, a Treasurer. The election of officers shall take place by annual ballot of the voting membership with officers holding office for one (1) year, unless they shall sooner resign or be removed, or otherwise disqualified to serve.

The persons who shall hold the initial offices are as follows:

President	:	Tomas Datorre
Vice-President	:	Agustin Gracia
Secretary	:	Roberto Tomas Datorre
Treasurer	:	Angela Aracena

ARTICLE XI

AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any member of the Board of Directors, or by any voting member of the Corporation. Every amendment shall be approved by the Board of Directors and shall be approved by at least two-thirds (2/3) of the entire voting membership.

ARTICLE XII

DISSOLUTION

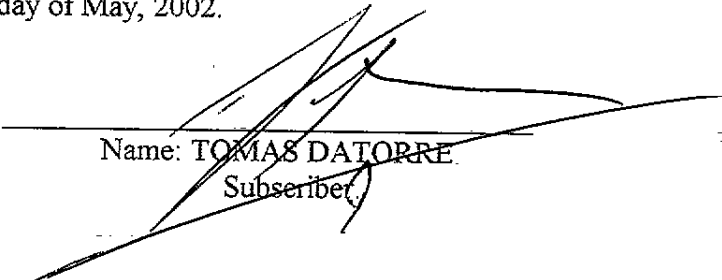
In the event of the dissolution or liquidation of this Corporation, the residual assets and property of every nature and description whatsoever, shall be distributed exclusively to one or more organizations which themselves are exempt as organizations under Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986, or corresponding sections of any prior of future Internal Revenue Code, or to the federal, state or local government for exclusive public use.

ARTICLE XIII

INDEMNITY

The Corporation shall indemnify any and all persons who may serve, or who have served at any time, as directors or officers, and their respective heirs, administrators, successors and assigns, against any and all expense, including, but not limited to, amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, by reason of having been or being directors or officers, except in such cases wherein the directors of officers, except in such cases wherein the director of officer is adjudged guilty of willful misfeasance of malfeasance in the performance of his or her duties. Such indemnification may be entitled under any law, bylaw, agreement, vote of active member, or otherwise.

EXECUTED by the undersigned subscriber on this 01 day of May, 2002.


Name: TOMAS DATORRE
Subscriber

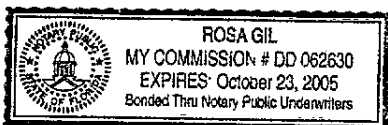
STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 1st day of MAY, 2002, by TOMAS DATORRE


NAME:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:



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

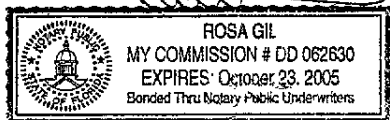
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE UNDERSIGNED INCORPORATOR STATES THAT ASOCIACION PERUANA DE ENFERMEDAD DE ALZHEIMER Y OTRAS DEMENCIAS INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS IN DADE COUNTY, FLORIDA, HAS NAMED TOMAS DATORRE, WHOSE RESIDENCE ADDRESS IS 410 - 16th. STREET, MIAMI BEACH, FLORIDA 33139 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Name : TOMAS DATORRE
Title : PRESIDENTE
Date : 05/01/2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Name: TOMAS DATORRE
Registered Agent.

Date: May 1/02



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02 MAY -3 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA