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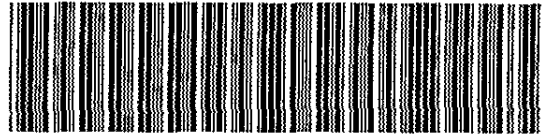
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FILED  
SECRETARY OF STATE  
DIVISION OF CERTIFICATIONS

103-34233  
103-6515



11069 South Orange Blossom Trail  
Suite 203 / 204  
Orlando, FL 32877

Presidente: *Peter Landrau*

Phone: (407) 816-6732  
Fax: (407) 816-6723  
E-mail: [plandrau@msn.com](mailto:plandrau@msn.com)

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

November 19, 2002

To Whom It May Concern:

Enclosed, please find paperwork submitted for the articles of incorporation for the Foundation for Development Peru-USA, Inc. Please return a certified copy of the articles to:

Foundation for Development of Peru-USA  
11609 South Orange Blossom Trail  
Suite 203/204  
Orlando, FL 32837

Thank you this matter, should there be any further concerns, I may be reached at the above referenced telephone.

Rev. Peter Landrau



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

March 6, 2003

REV. PETER LANDRAU  
11069 S ORANGE BLOSSOM TR STE 203-204  
ORLANDO, FL 32877

SUBJECT: FOUNDATION FOR DEVELOPMENT OF PERU - USA, INC.  
Ref. Number: W03000006545

We have received your document for FOUNDATION FOR DEVELOPMENT OF PERU - USA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

THE PURPOSE NEEDS TO BE IN THE ARTICLES.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith  
Document Specialist  
New Filing Section

Letter Number: 603A00014311

# ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

## ARTICLE I NAME

The name of the corporation shall be:

Foundation for Development of Peru -- USA, Inc.

## ARTICLE II PRINCIPAL OFFICE

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

11609 S. Orange Blossom Trail, Ste. 203/204, Orlando, FL 32837.

## ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

See attached

## ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

As provided in bylaws of corporation.

## ARTICLE V INITIAL DIRECTORS/OFFICERS

The name(s), address(es) and title(s):

## ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Peter Landrau

11609 S. Orange Blossom Trail, Ste. # 203/204

Orlando, FL 32837

## ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

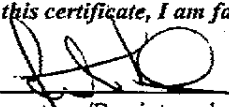
Peter Landrau

11609 S. Orange Blossom Trail, Ste. # 203/204

Orlando, FL 32837

\*\*\*\*\*

*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.*

  
\_\_\_\_\_  
Signature/Registered Agent

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

  
\_\_\_\_\_  
Date

FILED  
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DIVISION OF CORPORATIONS  
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## ADDENDUM

### Purpose of the foundation:

To offer aid and/or collaborating economically for the urban infrastructure of roads and public services such as; fresh water, irrigation & sewer systems, telephone, electrical power, health clinics, schools, orphanages, and churches for the towns of Peru through its local governmental authorities (mayors).

The Foundation, by its own nature, is a non-profit organization, dedicating its resources to help, assist in the needs, as established in accordance with the statutes outlined in the by-laws. To achieve its objectives, and activities established in its statutes, the foundation will formulate programs, projects of investments and development with agencies interested in working in favor of Peru.

### In Education ·

- Promote educational, cultural, and social economic activities. Develop training programs to help learn new self-sustaining trades.

### In the Job sector ·

- Promote the generation of jobs in Peru's 24 regions focusing in the agricultural, food processing, and forestall.
- To promote the commercialization of agricultural foods, woods, ceramics and crafts for exportation.
- To promote the construction of hospitals, facilitate medicines, and help establish local clinics to the less fortunate communities.
- Promote investments for programs and projects of investors with agencies in Peru.

### In Local Governments ·

- Offer support to the municipal agencies in establishing service for distribution of fresh water, and establish a sewer system.
- Propose and help in establishing basic hygiene facilities.
- Establish inter-institutional agreements for cooperation in the following:
  - Establish mentoring programs with counties in the USA.
  - Automate and network the local municipalities.
  - Assist the locals in the creation of jobs.

### Note:

Foundation of development Peru –USA, Inc. Will have its main office in the city of Orlando state of Florida with branch office in the city of Lima, republic of Peru.

**Action by Unanimous Consent in Writing of the Board of Directors in Lieu of Organization Meeting-Foundation for Development of Peru-USA, a Florida Nonprofit Corporation**

The undersigned, constituting all the members of the board of directors of Foundation for Development of Peru-USA, a corporation organized and existing under the laws of the state of Florida, by unanimous consent in writing, without the formality of convening a meeting, do hereby consent to the following actions of the corporation and direct that this consent be filed with the minutes of the board of directors of the corporation. This consent may be in separate counterparts and shall be effective when counterparts have been signed by all of the directors.

RESOLVED, that the secretary of the corporation is directed to place and maintain an original copy of the articles of incorporation in the corporate record book of this corporation.

RESOLVED, the by-laws of the corporation as attached hereto and proposed hereby be, and they hereby are, approved and adopted as the by-laws of the corporation, and that pursuant to said by-laws, the number of directors constituting the whole board of directors shall not be less than three nor more than seven. A copy of said by-laws are attached hereto and the secretary of the corporation is directed to place a copy of said by-laws in the record book of the corporation immediately following the copy of the articles of incorporation of the corporation.

RESOLVED, that the following persons be, and they hereby are, elected to the office or offices of the corporation set opposite their respective names, of the corporation and until their successors have been duly elected and qualified:

<u>President</u>	<u>Vice-President</u>	<u>Secretary/Treasurer</u>
Peter Landrau 11609 South O.B.T. Suite 203/204 Orlando, FL 32837	Robert Carbonell 4423 King Edward Dr Orlando, FL 32826	Emma Carbonell 4423 King Edward Dr Orlando, FL 32826

RESOLVED, this corporation is organized for the purpose of conducting any legal activity permitted to be conducted by non-profit corporations under the laws of the State of Florida and section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or any superseding section. More specifically, but without reservation or restriction this corporation shall be organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any superseding section. This corporation shall, among other things, be an evangelistic and missionary organization.

RESOLVED, that the corporation is organized and shall be operated exclusively for Christian, religious charitable and educational purposes and it is authorized to accept, hold, administer, invest and disburse for Christian, religious, charitable and educational purposes such funds as may from time to time be given to it by any person, persons or corporations, to receive gifts and make financial and other types of contributions and assistance to Christian, religious, charitable and educational organizations, and in general, to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set out. All the assets and earnings shall be exclusively for the purpose hereinabove set out, including the payment of expenses incidental thereto. No part of the earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on the 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 the 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 the corresponding section of any future federal tax code.

RESOLVED, that in accordance with the corporate articles it is provided that in the event of dissolution of this corporation, all of the remaining assets of the corporation shall be distributed only for Christian, religious, charitable and educational purposes, which qualifies for exemption from Federal Income Tax under provision of Section 501(c)(3) of the Internal Revenue Code.

RESOLVED, that the president of the corporation be, and he hereby is, authorized to open accounts from time to time with such bank or financial institutions as such officer, acting in conjunction with the secretary, may select and designate as depositories of funds of the corporation, such selection and designation to be conclusively evidenced by the execution and delivery of a certificate or other appropriate document subscribed by the secretary and confirming or attesting to the appointment of any such bank or financial institution as a depository of funds of the corporation, which certificate or document shall be inserted in and become a part of the minutes of the corporation; and if such bank or financial institution shall require a prescribed form of resolution or resolutions relating to its designation as a depository of the funds of the corporation, each such resolution shall be deemed to have been, and hereby is, adopted by the corporation.

RESOLVED, that the president and secretary of the corporation are hereby authorized and directed to do everything needful and necessary to conduct the daily affairs of the nonprofit corporation and, until further action of the board of directors, all checks and drafts on the corporation's bank accounts and all bills of exchange and promissory notes and all acceptances, obligations and other instruments for the payment of money shall be signed by the president.

RESOLVED, that the president and secretary are hereby directed to take such actions as may be necessary under the circumstances to obtain IRS recognition of this corporation's tax-exempt status and any state recognition or registration that may be necessary.

RESOLVED, that at the time the corporation commences to transact business in any state other than Florida, the president and secretary, and any vice president and assistant secretary, are authorized to execute and file on behalf of the corporation all applications, consents to service, and other documents and instruments as may be required or desirable to qualify the corporation to transact business in such state as a foreign corporation, and to make all payments of filing fees, taxes and other amounts and to take such further action which they, or any of them, may deem appropriate or desirable in connection with such qualification.

RESOLVED, that if any application to any state for the purpose of qualifying the corporation to transact business as a foreign corporation requires a prescribed form of preamble, preambles, resolution or resolutions relating to such application or to any statement, instrument or other document, in connection therewith, each such preamble or resolution shall be deemed to have been and hereby is adopted by the corporation, and the secretary or any assistant secretary is hereby authorized and directed, if required, to certify the adoption of any such preamble or resolution as though the same were set forth in full herein and to annex all such preambles and resolutions to this consent.

RESOLVED, that the principal office of the corporation be, and it hereby is, determined to be 11609 S. Orange Blossom Trail, Suite 203/204, Orlando, FL 32837.

RESOLVED, that the corporation adopt a fiscal and accounting year ending the last day of December in each year.

RESOLVED, that the compensation packages of the corporate officers, be as follows:

RESOLVED, that should any executive employee so desire, he or she may in any year waive any portion of his or her salary for that year or of any interest that may be due him or her for that year under an indebtedness of the corporation to him or her; provided, however, that unless such employee indicates to the contrary, any such waiver shall not be deemed the cancellation of his or her right to receive such salary or interest, and such salary or interest shall accrue and be payable at such later time as such employee shall indicate.

RESOLVED, that since certain employees of the corporation are ordained ministers eligible for a housing allowance under internal revenue regulations, the following portions of the salaries of the following employees was designated as housing allowance:

RESOLVED, that expenses incurred by employees in the course of and as a result of their employment by this corporation be reimbursed to them in accordance with the following policy:

"Whereas, income tax regulations provide that an arrangement between an employee and employer for reimbursement of expenses incurred by the employee must meet the requirements of business connection, substantiation, and return of excess payments in order to be considered a reimbursement;

Whereas, plans that meet the three requirements listed above are considered to be accountable plans, and the reimbursed expenses are not included in determining gross income;

Whereas, plans that do not meet all the requirements listed above are considered nonaccountable plans, and expenses are subject to the two-percent floor imposed on certain itemized deductions; and

Whereas, this corporation desires to establish an accountable expense reimbursement policy in compliance with the income tax regulations;

Be it resolved, that this corporation establish an expense reimbursement policy whereby employees serving the corporation may receive advances for or reimbursement of expenses if:

- a. There is a stated business purpose for the expense that is related to the business of the corporation;
- b. The employee provides adequate substantiation to the corporation for all expenses within a reasonable time of their incurrence; and
- c. The minister returns all excess reimbursements with a reasonable time;

Be it further resolved, that the following methods will meet the reasonable time requirement:

- a. An advance is made within 30 days of the date when an expense is paid or incurred;
- b. An expense is substantiated to the corporation within 60 days after the expense is paid or incurred; or
- c. An excess amount is returned to the corporation within 120 days after the



expense is paid or incurred; and

Be it further resolved, that substantiation of business expenses will include: business purpose, business relationship (including names of persons present), cost (itemized accounting), time, and place. Auto mileage reimbursed must be substantiated by a daily mileage log separating business and personal miles. The corporation will retain the original copies related to the expense substantiation, although the employee may keep copies.

Be it further resolved that the corporation shall not include in a employee's W-2 form the amount of any business or professional expense properly substantiated and reimbursed according to the preceding paragraph, and the employee should not report the amount of any such reimbursement as income on his form 1040. Any corporation reimbursement that exceeds the amount of business or professional expenses properly accounted for by an employee pursuant to this reimbursement policy shall be included in the employee's W-2 and should be included in his income on Form 1040. Such excess reimbursements ordinarily are not deductible either as adjustments to gross income or as itemized expenses.

Be it further resolved that, at its discretion, the corporation may elect to reimburse an employee for business or professional expenses incurred on behalf of the corporation but that are not properly substantiated according to this policy. If the corporation elects to reimburse such expenses, the amount of such reimbursements will be included on the employee's W-2 and must be reported as income on his Form 1040.

Be it further resolved that in no event shall any reimbursement of expenses be considered to be an offset or deduction against the employee's salary.

RESOLVED, that the president and treasurer of the corporation be, and they hereby are, authorized and empowered to pay all expenses incurred in connection with the organization of the corporation, including filing fees taxes, license fees and attorney and accountant fees.

RESOLVED that the corporation hereby adopts the following policy relating to compensation of disqualified individuals:

WHEREAS Congress has enacted Section 4958 of the Internal Revenue Code imposing excise taxes on excess benefit transactions between disqualified persons and exempt organizations such as This corporation, and

WHEREAS it is the desire of this organization to avoid such excess benefit transactions, and

WHEREAS the Internal Revenue Service has proposed regulations relating to proper procedures to follow in transactions involving compensation of disqualified individuals so as to create a rebuttable presumption that the transaction is reasonable and not an excess benefit transaction, and

WHEREAS it is the desire of this organization to avail itself of such procedures and the benefit of the rebuttable presumption,

IT IS THEREFORE RESOLVED that in all financial transactions the board shall determine whether any individual who benefits from such transaction is a disqualified person. A disqualified person is one who:

1. Is a substantial contributor to this corporation, or
2. Is an officer or director of this corporation, or
3. Is otherwise in a position to exercise substantial influence over the affairs of this corporation, or

4. Is the owner of more than a 20% interest of a corporation, partnership, limited liability company or trust that is a substantial contributor to this corporation, or
5. Is a member of the family of a person described in 1 through four above, or
6. Is a corporation, partnership or trust of which more than 35% of the combined voting power, profit interest or beneficial interest is owned by person described in 1 through 5 above.

If it is determined that a person involved in a transaction with this corporation is a disqualified person, then the following procedures shall be followed in approving the transaction:

1. The transaction shall be approved by members of the Board of Directors who have no interest in the transaction, or a committee to whom the Board may delegate such decision made up of individuals who have no interest in the transaction.

- A. Individuals interested in the transaction shall not participate in consideration of the transaction by the Board or committee except that they may meet with disinterested members to answer questions but shall otherwise recuse themselves from the meeting, absenting themselves during debate and voting on the transaction.
- B. The Board, or the committee, considering the transaction shall determine that no member involved in the consideration or determination, except for the limited purpose as provided in A above, is
  1. Is not the disqualified person and is not related to any disqualified person participating in or economically benefitting from the transaction, or
  2. Is not in an employment relationship subject to the direction or control of any disqualified person participating in or economically benefitting from the compensation arrangement or transaction;
  3. Is not receiving compensation or other payments subject to approval by any disqualified person participating in or economically benefitting from the transaction;
  4. Has no material financial interest affected by the transaction; and
  5. Does not approve a transaction providing economic benefits to any disqualified person participating in the transaction who in turn has approved or will approve a transaction providing economic benefits to the member.

2. The decision shall be supported by appropriate data regarding comparability of the arrangement contemplated by the transaction with similar arrangements made by other organizations. Before approving any financial transaction with a disqualified person, the Board or committee shall investigate the transaction adequately to determine that any compensation arrangement will result in the payment of reasonable compensation or a contemplated transaction will be for fair market value. In making such investigation the Board or committee may consider compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions; the availability of similar services in the geographic area of the applicable tax-exempt organization; independent compensation surveys compiled by independent firms; actual written offers from similar institutions competing for the services of the disqualified person;

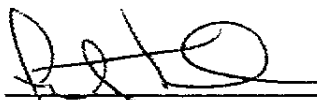
and independent appraisals of the value of property that the applicable organization intends to purchase from, or sell or provide to, the disqualified person.

3. So long as this corporation has gross revenues of less than one million dollars annually calculated on the basis of the average income for any three rolling year period, the Board or Committee may limit its investigation of comparable data to in regard to compensation arrangements to compensation paid by five comparable organizations in the same or similar communities for similar services.

4. All decisions relating to transactions involving disqualified persons shall be documented by the Board or Committee. Such documentation shall include, at a minimum, the following:

- A. The terms of the transaction that was approved and the date it was approved;
- B. The members of the governing body or committee who were present during debate on the transaction or arrangement that was approved and those who voted on it;
- C. The comparability data obtained and relied upon by the committee and how the data was obtained; and
- D. The actions taken with respect to consideration of the transaction by anyone who is otherwise a member of the governing body or committee but who had a conflict of interest with respect to the transaction or arrangement.
- E. If the governing body or committee determines that reasonable compensation for a specific arrangement or fair market value in a specific transaction is higher or lower than the range of comparable data obtained, the governing body or committee must record the basis for its determination.
- F. Records referred to herein must be prepared by the next meeting of the Board or committee occurring after the final action or actions of the Board or committee are taken. Records must be reviewed and approved by the Board or committee as reasonable, accurate and complete within a reasonable time period thereafter. A record must be made of that review and approval.

RESOLVED, that the officers of the corporation be, and they hereby are, acting jointly or singly, authorized and directed to take such actions and to make, execute, deliver and file on behalf of this corporation such corporate papers, certificates, instruments and other documents as may be necessary or desirable to carry out the intent and purposes of the foregoing resolutions.

  
\_\_\_\_\_  
Director

  
\_\_\_\_\_  
Director

  
\_\_\_\_\_  
Director