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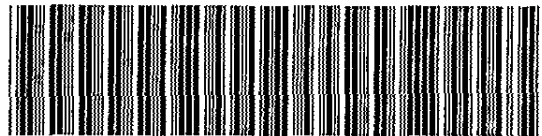
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 321038 4301771

AUTHORIZATION :

Patricia Knight

COST LIMIT : \$ 70.00

ORDER DATE : November 13, 2003

ORDER TIME : 9:46 AM

ORDER NO. : 321038-005

CUSTOMER NO: 4301771

CUSTOMER: Brooke Spiegel, Legal Asst
Paul Weiss Rifkind Wharton &
Garrison LLP
24th Floor
1285 Avenue Of The Americas
New York, NY 10019-6064

DOMESTIC FILING

NAME: ESSENCE OF LIFE -
INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

The undersigned, desiring to form a Non-For-Profit Corporation in Compliance with Chapter 617, F.S., do hereby certify:

ARTICLE I NAME

The name of the corporation shall be:

Essence of Life -- International, Inc.

ARTICLE II PRINCIPAL OFFICE

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

c/o AFO LLC
200 South Biscayne Blvd., Suite 1950
Miami, Fl 33111

ARTICLE III PURPOSE

The purpose for which the corporation is organized is as follows:

1. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"). The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a) of the Code by reason of being described in Section 501(c)(3) of the Code or corresponding provisions in subsequent tax laws. It is the intention of the Corporation at all times to qualify and remain qualified as exempt from income tax under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code.

2. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, any officer, trustee, director, or member of the Corporation, or any private person, corporate or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes), and no trustee or officer of the Corporation or any private person, corporate or individual, or any other private interest, shall be entitled to share in the distribution of any of the corporate property or assets on dissolution of the Corporation or under any other circumstances; nor shall any of such net earnings nor any of the property or assets of the Corporation be used other than for the purposes of the Corporation.

3. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publication 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 Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

4. In the event of liquidation, dissolution, termination or winding up of the Corporation, whether voluntary or involuntary or by operation of law, and after the payment of just debts, liabilities and any subventions, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to one or more organizations exempt under Section 501(c)(3) of the Code, or to the Federal government, or state or local government for a public purpose. Any such assets not so distributed shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes and to such organizations as said court shall determine.

5. For each taxable year that the Corporation is a private foundation within the meaning of Section 509(a) of the Code, the Corporation shall distribute its income for such year at a time and in a

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manner such that the Corporation will not be subject to tax on such income under Section 4942 of the Code; in addition, the Corporation shall not during any such year (i) engage in any act of self-dealing, as defined in Section 4941 of the Code; (ii) retain any excess business holdings, as defined in Section 4943 of the Code, for any period of time that would cause the Corporation to be subject to tax with respect to such holdings under Section 4943 of the Code; (iii) make any investments that would cause the Corporation to be subject to tax under Section 4944 of the Code; or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The Directors shall be elected at each annual meeting and hold office in accordance with the Bylaws.

ARTICLE V INITIAL DIRECTORS/OFFICERS

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

Directors:

Shari Arison Glazer	Jason P. Arison	Cassie M. Arison Sueiras
Director	Director	Director
c/o AFO LLC	c/o AFO LLC	c/o AFO LLC
200 South Biscayne Blvd.	200 South Biscayne Blvd.	200 South Biscayne Blvd.
Suite 1950	Suite 1950	Suite 1950
Miami, Fl 33111	Miami, Fl 33111	Miami, Fl 33111

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Corporation Service Company
1201 Hays Street
Tallahassee, Fl 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Shari Arison Glazer
c/o AFO LLC
200 South Biscayne Blvd., Suite 1950
Miami, Fl 33111

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Having been named as registered agent to accept service of process for the above stated corporation at the place designed in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Corporation Service Company

By: John H. Pelletier
Signature/Registered Agent

JOHN H. PELLETIER
ASST. VICE PRESIDENT

11/13/03
Date

Shari Arison Glazer
Signature/Incorporator Shari Arison Glazer

11-12-03
Date