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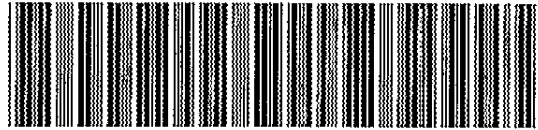
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EFFECTIVE DATE
07-06-04

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06 JUN 29 PM 16 17
2004

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04/6/29

TRANSMITTAL LETTER

Date: June 28, 2004

To: Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Subject: Valparaizo Institute for Compassion, Civility and Community Action, Inc.

Dear Sir or Madam:

The enclosed seven-page "Articles of Incorporation" and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Sheryl St. Pierre
Valparaizo Institute for Compassion,
Civility and Community Action, Inc.
1895 Venice Park Drive, A17
North Miami, FL 33181

EFFECTIVE DATE

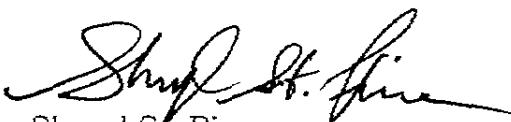
07-01-04

For further information concerning this matter, please call Sheryl St. Pierre at 305-893-2292 or 305-893-2292.

Enclosed is a check for the following amount:

\$87.50 (incl. Filing Fee,
Certificate of Status &
Certified Copy).

With regards,



Sheryl St. Pierre
Appointed Incorporator
Valparaizo Institute for Compassion,
Civility and Community Action, Inc.

Original Document

M.S.S.

ARTICLES OF INCORPORATION

for

VALPARAIZO INSTITUTE FOR COMPASSION, CIVILITY AND
COMMUNITY ACTION, INC.

Effective July 1, 2004

Articles of Incorporation of the Board of Directors, a majority of whom are citizens of the United States, desiring to form a Not for Profit Corporation *in compliance with Chapter 617, Florida Statutes*, do hereby declare:

ARTICLE I. NAME

The name of the Corporation shall be VALPARAIZO INSTITUTE FOR COMPASSION, CIVILITY AND COMMUNITY ACTION, INC. The Corporation may register the name "Valparaizo Institute for Compassion, Civility and Community Action" or a similar term as a fictitious name.

ARTICLE II. PRINCIPAL OFFICE

EFFECTIVE DATE

07-01-04

The place in Florida where the principal office of the Corporation is to be located is the City of North Miami, Miami-Dade County.

ARTICLE III. PURPOSES

The Corporation is organized for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

An addendum further describing the Corporation's objectives, purposes and activities is subsequently attached to these Articles of Incorporation. The objectives, purposes and activities described in the addendum will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the Corporation from extending its activities to any related or otherwise permissible lawful business purposes

which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed therein.

ARTICLE IV. NET EARNINGS OF THE CORPORATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of 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, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE V. FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of July and end on the 30th day of June of each year.

ARTICLE VI. MEMBERS

Section 1. Members and Special Members. The members of the Corporation shall be the Board of Directors of the Corporation, the elected officers and other agents who shall be elected or appointed as special members by the directors.

Section 2. Qualifying Procedures. The qualifications, powers and duties, and procedures for election or appointment to the Board of Directors as officers or as special members shall be established by these Articles or the Bylaws of the Corporation.

ARTICLE VII. INITIAL DIRECTORS

The names and addresses of the persons who are the initial directors of the Corporation are as follows:

Sheryl St. Pierre, Chairperson
1895 Venice Park Drive, Suite A17, North Miami, FL 33181

Marie S. St. Pierre, Director
1895 Venice Park Drive, Suite A17, North Miami, FL 33181

Patrick G. Emilien, Director
1895 Venice Park Drive, Suite A17, North Miami, FL 33181

ARTICLE VIII. MANNER OF ELECTION

Section 1. Election and Term of Office. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. Each officer shall be elected by the Board of Directors and shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting; such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he/she shall resign or shall have been removed in the manner hereinafter provided.

Section 2. Removal. Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of a member shall not of itself create contract rights, and such appointment shall be terminable at will.

ARTICLE IX. EQUAL OPPORTUNITY/ACCESS

In its operations and activities, the Corporation shall be governed by the principles of equal opportunity and access to all persons regardless of race, color, religion, sex, age, national origin, handicap or disability.

ARTICLE X. BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors in the manner provided for in the Bylaws.

ARTICLE XI. CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words, "Corporate Seal."

ARTICLE XII. DISSOLUTION OF ASSETS

The Corporation shall continue forever unless the Board of Directors terminates it and distributes all of the assets, which action may be taken by the directors in their discretion at any time. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a publicly-beneficial charitable, educational, or scientific purpose. Any such assets not so disposed of by a Court of Competent Jurisdiction of the county in which the principal office is then located, exclusively for such purposes or such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The Corporation's Board of Directors hereby appoints Sheryl St. Pierre, Chairperson, as registered agent of the Corporation, to accept service process within this State, to serve in such capacity until a successor is selected and duly designated. The Florida street address of the registered agent is 1895 Venice Park Drive, Suite A17, North Miami, FL 33181-1967.

ARTICLE XIV. INCORPORATOR

The Corporation's Board of Directors hereby appoints Sheryl St. Pierre, Chairperson, as the Corporation's incorporator, to file the Corporation's organizing documents, and other enabling documents, in accordance with State and Federal requirements for tax exemption status. The Florida street address of the incorporator is 1895 Venice Park Drive, Suite A17, North Miami, FL 33181-1967.

Original Document

M.S.S.

Registered Agent Certification

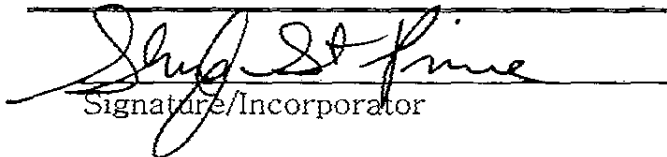
Having been named as registered agent and to accept services of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent

06/28/2004
Date

Incorporator Certification


Having been named as incorporator, and to file the Corporation's organizing documents, and other enabling documents, in accordance with State and Federal requirements for tax exemption status, I am familiar with and accept the appointment as incorporator and agree to act in this capacity.


Signature/Incorporator

06/28/2004
Date

Notary Certification

The forgoing instrument was acknowledged before me this 28th day of June, 2004, by Sheryl St. Pierre, the Chairperson, Registered Agent and Incorporator, of the Valparaizo Institute for Compassion, Civility and Community Action, Inc., a Florida not-for-profit corporation, on behalf of the Corporation. State-issued personal identification was used to verify the signor's identity.


Signature/Notary Public

6/28/2004
Date



Maribell Breton
Commission #CC 96813
Expires Oct. 19, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Valparaizo Institute for Compassion, Civility and Community Action, Inc.

I. Organization Purposes

The Valparaizo Institute for Compassion, Civility and Community Action, Inc. is organized to promote charitable, educational, and scientific purposes in the State of Florida. The nonprofit organization is located in the City of North Miami, Miami-Dade County.

As a nonprofit, tax-exempt organization, no substantial part of the activities of the organization is designated for carrying on of propaganda, attempting to influence legislation, or participating or intervening in any political campaign for any candidate for public office.

II. Statement of Objectives

The organization's objective is to facilitate meaningful and strategic endeavors:

- ✦ promoting *respect* for the dignity of the individual, for the integrity of the family, for the collectivity of the community, and for the sustainability of the environment
- ✦ fostering a spirit of *collaboration* and *capacity-building* with other like-minded organizations.

III. Proposed Initial Activities

Through proactive compassion, the preservation of civility, and the cooperation of the community, the organization expects to engage in the following activities, initially:

- ✦ Victim advocacy and education services
- ✦ Recreational services for children affected by HIV/AIDS
- ✦ Family support services for grandparents and other relatives providing care for children of substance-abusing and/or HIV-positive women
- ✦ Older volunteer support services
- ✦ Prevention and intervention services targeting at-risk youth
- ✦ Summer enrichment (e.g. tutoring and mentoring) services for minority and disadvantaged students considering careers in health, science and technology
- ✦ Nursing home visitation and companionship services

Addendum

- 2 -

- ✦ Distribution of food and hygiene products to homeless and other needy persons
- ✦ Environmental education services for children, youth, and adults
- ✦ Emergency subsistence services for community residents
- ✦ Information referral services to other community resources
- ✦ Research on the effects of service and philanthropy in ameliorating human conditions
- ✦ Neighborhood cleanup and beautification services
- ✦ Recreation services for local foster children.

IV. *Extension of Activities*

The objectives, purposes, and activities described in this addendum will be interpreted as examples only and not as limitations, and nothing herein shall be deemed as prohibiting the organization from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the organization's objectives expressed in the forgoing sections.