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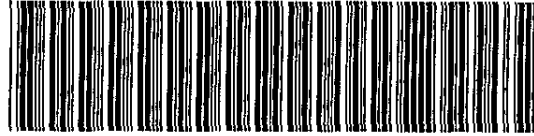
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DIVISION OF CORPORATIONS
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Bm 8/24

TRANSMITTAL LETTER

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

SUBJECT: Compassion In Action International, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (2) 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: Judie L. Ekholm
Name (Printed or typed)

3000 South Ocean Blvd. #405
Address

Boca Raton, FL 33432
City, State & Zip

561-393-0705
Daytime Telephone number

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

**ARTICLES OF INCORPORATION OF
COMPASSION IN ACTION INTERNATIONAL, Incorporated
(A Florida Corporation, not for profit)**

The undersigned Subscribers to these Articles of Incorporation, all natural persons competent to contract, hereby make, subscribe, acknowledge and file the following Articles of Incorporation to form a corporation, not for profit, pursuant to Chapter 617 of the Laws of the State of Florida, to be operated for charitable purposes exclusively.

ARTICLE I

Name

The name of the corporation is COMPASSION IN ACTION INTERNATIONAL, Incorporated, a Florida corporation, not for profit.

ARTICLE II

Location of Principal Office

The principal office of business shall be at 3000 South Ocean Boulevard, #405, Boca Raton, FL 33432 with branch offices at such places as the Board of Directors may from time to time by resolution provide.

ARTICLE III

General Purposes

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The corporation is formed exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

Within the scope of the foregoing, the corporation is specifically organized to do all acts consistent with its charitable mandate.

The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV

Manner of Election

Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3).

The Officers named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of

Directors shall be held. The method of selection of Directors is stated in the Bylaws of this corporation.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

ARTICLE V

Initial Officers/Directors

The names and addresses of the Initial Officers/Directors are as follows:

Name	ADDRESS
JUDIE L. EKHOLM	3000 S. Ocean Blvd. #405, Boca Raton, FL 33432
EDWARD C. JONES	1361 S. Federal Hwy. #315, Boca Raton, FL 33432
CHRIS EKHOLM	4530 S. River Oaks Drive, Sioux Falls, SD 57105

ARTICLE VI

Initial Registered Agent and Street Address

The name and address of the initial registered agent of the corporation is
Judie L. Ekholm, 3000 South Ocean Blvd. #405, Boca Raton, FL 33432.

ARTICLE VII

Incorporators

The names and addresses of the Incorporators of the Articles of Incorporation are as follows:

Name	ADDRESS
JUDIE L. EKHOLM	3000 S. Ocean Blvd. #405, Boca Raton, FL 33432
EDWARD C. JONES	1361 S. Federal Hwy., #315, Boca Raton, FL 33432

ARTICLE VIII

Activities Not Permitted

Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on by (a) 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 or (b) a corporation, contributions to which are deductible under section 170(c) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.

ARTICLE IX

Dedication and Distribution of Assets

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

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) of the Internal Revenue Code, or 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 public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such

purposes or to such organization or organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XI

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a part to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE XII

Membership

The Members of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Members may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Members present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE XIII

Bylaws

The members of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Members may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Members present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE XIV

Amendments to Articles of Incorporation


An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Members.


ARTICLE XV

Term

The corporation shall exist perpetually until dissolved by due process of law.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on this 19th day of August, 2004, for the purpose of forming the corporation not for profit under the laws of the State of Florida.


Judie L. Ekholm


Edward C. Jones

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSTIGNED CORPORATION AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

DATED THIS 19th DAY OF August, 2004

By Judie L. Ekholm
Judie L. Ekholm

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

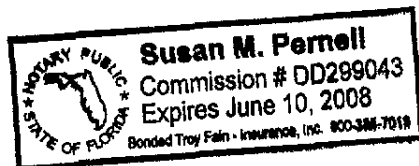
I HEREBY CERTIFY that on this 19th day of August, 2004, personally appeared before me, an office duly authorized to administer oaths and take acknowledgment, Judie L. Ekholm, to me personally known and known to me to be the individual described in and who executed the foregoing instrument as Subscriber to the Articles of Incorporation of COMPASSION IN ACTION INTERNATIONAL, Inc. and acknowledged to and before me that she signed and executed such instrument for the uses and purposes therein stated and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Palm Beach County, Florida, the day and year last above written.

Susan M. Pernell
Notary Public, State of Florida

My commission expires:

SUSAN M. PERNELL
Printed name of Notary Public




04 AUG 23 PM 2:06

CLERK OF STATE
DIVISION OF CORPORATIONS

STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss:

I HEREBY CERTIFY, as a Notary Public, authorized in the State of Florida, this to be a true and correct copy of the original Articles of Incorporation for COMPASSION IN ACTION INTERNATIONAL, Inc.

IN WITNES WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 19th day of August, 2004


Notary Public

SUSAN M. PERNELL
Print Name of Notary Public


My commission Expires:



I HEREBY CERTIFY, as an officer of the corporation, this to be a true and correct copy of the original Articles of Incorporation for COMPASSION IN ACTION INTERNATIONAL, Inc.

I declare that Articles of Incorporation were filed with the State of Florida on August 19, 2004. Upon receipt of proof of registration certificate from the State of Florida, copy will be forwarded to the IRS.

IN WITNESS WHEREOF, I have hereunto set my hand this 19 day of August, 2004.


Judie L. Ekholm
President