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TRANSMITTAL LETTER

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

SUBJECT: Viv9	Las Chicas PROPOSED CORPORAT	In C E NAME - MUST INCLU	DE SUFFTX)
Enclosed is an original \$70.00 Filing Fee	and one(1) copy of the articles 78.75 Filing Fee & Certificate of Status	es of incorporation and a \$78.75 Filing Fee & Certified Copy ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate

FROM:	Om ber lea Mood y Name (Printed or typed)
_	Name (Printed or typed)
	615 24th are N. #2
•	Address
	St. Petersburg fl 33704
•	City, State & Zip
•	Daytime Telephone number

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

ARTICLES OF INCORPORATION

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

PREAMBLE

The undersigned citizens of the United States, desiring to form a not for profit; corporation under the Florida Not For Profit Corporation Act, Chapter 617; Florida Statutes, certify and acknowledge the following:

ARTICLE I. NAME

The name of the Corporation Not for Profit shall be the Viva Las Chicas, Inc. ("Corporation").

ARTICLE II. DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III. PRINCIPAL OFFICE & MAILING ADDRESS

The principal office and mailing address of the Corporation shall be 17 73rd St. N.

St. Petersburg, FL 33710.

ARTICLE IV. PURPOSE

The Corporation is organized exclusively for charitable and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended. The Corporation is also organized for the purposes of making contributions or donations to other § 501(c)(3) organizations within the meaning of the Internal Revenue Code, as may be amended and exempt from taxation under § 501(a) of the Internal Revenue Code, as may be amended.

ARTICLE V. ELECTION OF CORPORATE DIRECTORS

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

ARTICLE VI. POWERS

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended:

- 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.
- 2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.

- 3. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may amended.
- 4 In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.
- 5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992-2 C.B. 411-12, as may be amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly.

ARTICLE VII. MEETINGS

- 1.) After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.
- 2.) The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

ARTICLE VIII. INCORPORATORS

The names and addresses of the Incorporators are:

Amberlea Moody 615 24th Ave. N. # 2 St. Petersburg, FL 33704

Heather Greenway 1106 Locust St., NE St. Petersburg, FL 33704

Sue Lang 17 73rd St. N. St. Petersburg, FL 33710

ARTICLE IX. DISSOLUTION

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a State or the Federal government for a public purpose.

ARTICLE X. REGISTERED AGENT AND OFFICE

The Registered Agent and Registered Office of the Corporation are

amberlea Moody
615-24th ave N. #2
St. Petersburg, FL

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Viva Las Chicas, Inc., and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this \(\) day of \(\) 2004.

Registered Agent

- 2-41

ncorporator

Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIE