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CLERK OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: China's Heart, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) 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: Dennis Pemberton
Name (Printed or typed)

2560 Gulf to Bay Blvd. #300
Address

Clearwater, FL 33765
City, State & Zip

727-439-1100
Daytime Telephone number

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION

OF

CHINA'S HEART, INC.

A Florida Not-For-Profit Corporation

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, for the purpose of forming a corporation (the "Corporation") under the provisions of Chapter 617 of the Florida Statutes, hereby adopt the following:

ARTICLE I - NAME

The name of the Corporation shall be CHINA'S HEART, INC.

ARTICLE II - PURPOSE

Section 1. The Corporation is a not-for-profit organization and has been organized exclusively for charitable, educational and other purpose as will qualify it as an exempt organization within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code").

Section 2. Without limiting the generality of Section 1 above, the specific purposes of the Corporation shall be:

- A.To support the charitable mission of CHINA'S HEART, INC., a Florida not-for-profit corporation exempt from taxation under Section 501(c)(3) of the Code;
- B.To develop such support through the realization of philanthropic commitments;
- C.To educate the community served by CHINA'S HEART, INC. with regard to its present status and its goals for the future;
- D.To establish policies and guidelines to attain the foregoing objectives.

ARTICLE III - POWERS

Section 1. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and may exercise all rights, powers and privileges in furtherance

of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

Section 2. Without limiting the generality of Section 1 above, the specific powers of the Corporation shall be:

A. To acquire, through gifts, grants, endowment funds or any other legally permissible means or activities, assets and resources as may be beneficial to the fulfillment of the charitable and educational purposes of CHINA'S HEART, INC.

B. To provide assistance to orphanage(s) in China and improve the health and quality of life of the children living therein upon such terms and conditions as the Corporation, in its sole discretion, shall determine;

C. To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and

D. To utilize its income in furtherance of the foregoing objectives.

ARTICLE IV - LIMITATIONS ON ACTIVITIES

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not-for-profit corporation described in Section 501(c)(3) of the Code and specified in Section 3 below. 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 any political campaign (by publication or distribution of any statements or otherwise) on behalf of any candidate for public office.

Section 2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to an organization exempt from taxation under Section 501(c)(3) of the Code dedicated to providing assistance to orphans in China or to other such organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, as said court shall determine.

ARTICLE V - TERM OF DURATION

The Corporation shall have perpetual duration.

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation shall be 12945 Ridge Rd., Largo, FL 33778.

ARTICLE VII - MAILING ADDRESS OF CORPORATION

The mailing address of the Corporation shall be 12945 Ridge Rd., Largo, FL 33778.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 2560 Gulf-to-Bay Blvd., Suite 300, Clearwater, FL 33765.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be Dennis Roger Pemberton.

ARTICLE IX - MEMBERS OF THE CORPORATION

Section 1. The Corporation shall have no members and shall be governed solely by its Board of Directors.

ARTICLE X - BOARD OF DIRECTORS

Section 1. Except as reserved to the members the powers of the Corporation shall be exercised and its affairs conducted by a Board of Directors.

Section 2. The number of Directors shall be provided in the Bylaws of the Corporation, but shall not be less than three (3).

Section 3. Directors shall be elected, removed and hold office as provided in the Bylaws.

Section 4. The initial Directors shall be:

CHRISTY DONOVAN PEMBERTON, President

DENNS ROGER PEMBERTON, Vice-President

GEORGE CRAIG DONOVAN, JR., Treasurer

ARTICLE XI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at the organizational meeting of the Corporation held following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be exercised by the Board of Directors in accordance with the provisions of the Bylaws.

ARTICLE XII - AMENDMENTS

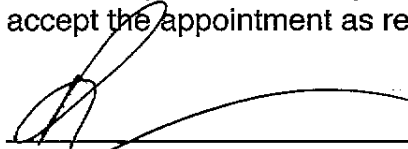
Section 1. The power to alter, amend or repeal any provision of these Articles of Incorporation shall be exercised by the Board of Directors of CHINA'S HEART, INC.

ARTICLE XIII - INCORPORATORS


The name and address of the incorporator is: Dennis Roger Pemberton.

IN WITNESS WHEREOF, for purposes of forming a not-for-profit Corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 16th day of March, 2005.

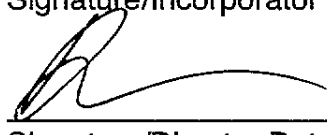
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 03/16/05

Signature/Registered Agent Date

 03/16/05

Signature/Incorporator Date

 03/16/05

Signature/Director Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA