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(Requestor's Name)

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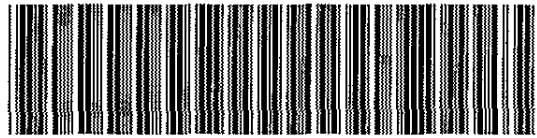
(Business Entity Name)

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TALLAHASSEE, FLORIDA

9/21/06

## COVER LETTER

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

**SUBJECT:** FLOR'S & FRIENDS FOUNDATION CORPORATION  
(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:** STANLEY E. POND, ESQ.  
Name (Printed or typed)

P.O. BOX 1076  
Address

SANIBEL, FL 33957  
City, State & Zip

239-472-4020  
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 11, 2006

STANLEY E. POND, ESQ.  
P.O. BOX 1076  
SANIBEL, FL 33957

SUBJECT: FLOR'S & FRIENDS FOUNDATION CORPORATION  
Ref. Number: W06000039865

We have received your document for FLOR'S & FRIENDS FOUNDATION CORPORATION. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Document Specialist  
New Filing Section

Letter Number: 306A00054724

**ARTICLES OF INCORPORATION**  
**OF**  
**FLOR & FRIENDS FOUNDATION CORPORATION**

**Article I. NAME**

The name of this corporation is:

FLOR & FRIENDS FOUNDATION CORPORATION

**Article II. ADDRESS**

The street address for this corporation is Flor & Friends Foundation Corporation, c/o Law Offices of Stanley E. Pond, 509 Lagoon Drive, Sanibel, FL 33957.

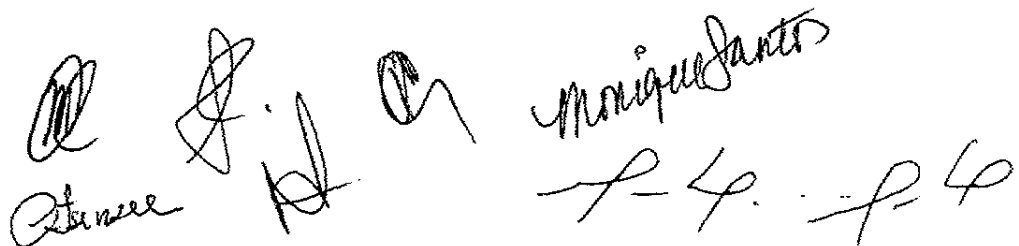
The mailing address for this corporation is Flor & Friends Foundation Corporation, c/o Law Offices of Stanley E. Pond, P.O. Box 1076, Sanibel, FL 33957-1076.

**Article III. PURPOSES**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized for the purposes of providing meals in Brazil for needy communities, empowering needy communities in Brazil with community programs and creating a Help Line for troubled children in the United States. It shall operate in accordance with Section 501 (c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States Internal Revenue Law), as the board of directors of this corporation shall from time to time determine.

**Article IV. POWERS**

This corporation shall have all the powers of a natural person, subject only to the limitations imposed by these articles of incorporation, the bylaws of this corporation and applicable law. It shall have the legal powers permitted nonprofit public benefit corporations organized under the laws of the State of Florida.

The bottom of the document features several handwritten signatures. From left to right, there are four distinct signatures. The first is a stylized 'M'. The second is a signature that appears to be 'Stanley E. Pond'. The third is a signature that appears to be 'Monique Santos'. The fourth is a signature that appears to be 'F. 4. F. 4.'.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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#### **Article V. DIRECTORS**

The number of directors of this corporation shall be established by the bylaws of this corporation. The directors shall be elected or appointed pursuant to the Bylaws of the Corporation.

#### **Article VI. INITIAL DIRECTORS AND OFFICERS**

President: Marcia Flor, 13611 McGregor Blvd. #8, Fort Myers, FL 33912

Vice President: Marcelo Flor, Rua J.J. Seabra 223, Baixa do Sapateiro, Salvador, Bahia 40025-001, Brazil

Secretary: Marcos de Araujo, 13611 McGregor Blvd. #8, Fort Myers, FL 33912

Treasurer: Paulla Cruz, 13611 McGregor Blvd. #8, Fort Myers, FL 33912

Director: Monique Santos, 13611 McGregor Blvd. #8, Fort Myers, FL 33912

Director: Carmen Isensee, 13611 McGregor Blvd. #8, Fort Myers, FL 33912

Director: Suely Goings, 13611 McGregor Blvd. #8, Fort Myers, FL 33912

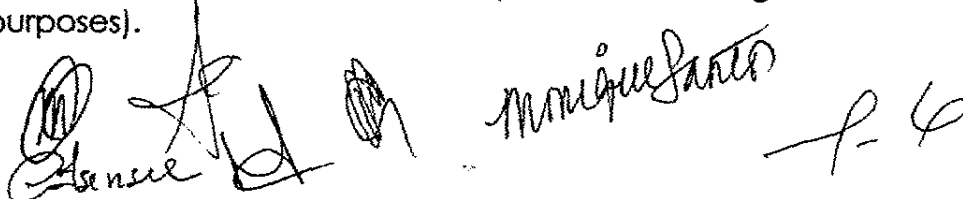
#### **Article VII. MEMBERS**

The bylaws of this corporation shall establish the number and classification or identification of its members.

#### **Article VIII. LIMITATIONS ON CORPORATE ACTIVITIES**

A. This corporation is organized exclusively for charitable, literary, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. internal revenue law.

B. No part of the net earnings of this corporation shall inure to the benefit of any of any director, officer, or member of this corporation, or to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes).



Handwritten signatures of the initial directors and officers, including Marcia Flor, Marcelo Flor, Marcos de Araujo, Paulla Cruz, Monique Santos, Carmen Isensee, and Suely Goings.

C. No substantial part of the activities of this corporation shall consist of lobbying or carrying on propaganda, or otherwise attempting to influence legislation, except as permitted by the Internal Revenue Code of 1986 or any future U.S. Internal Revenue law. This corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

#### **Article IX. DEDICATION AND DISSOLUTION**

All corporate property is irrevocably dedicated to the purposes set forth in Article II, above. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed for use in the furtherance of the purposes of this corporation to one or more nonprofit funds, foundations or corporations organized and operated exclusively for charitable, educational or scientific purposes and which are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. internal revenue law.

#### **Article X. INITIAL AGENT FOR SERVICE OF PROCESS**

This corporation's initial agent for service of process is Stanley E. Pond, Esq., 509 Lagoon Drive, Sanibel, FL 33957; (239) 472-4020.

#### **Article: XI. INCORPORATOR**

The Incorporator is Stanley E. Pond, Esq., 509 Lagoon Drive, Sanibel, FL 33957

Having been named as registered agent to accept service of process for the above state 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




9/19/06  
Date

  
\_\_\_\_\_  
Signature, Incorporator

9/19/06  
Date

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TALLAHASSEE, FLORIDA

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Monique Santo  
P 4