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HELP US FOUNDATION, INC.

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ARTICLES OF INCORPORATION
OF
HELP US FOUNDATION, INC.

THE UNDERSIGNED, acting as incorporator of a not-for-profit corporation, pursuant to Chapter 617, Florida Statutes, hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of the corporation shall be:

HELP US FOUNDATION, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

2665 South Bayshore Drive
Suite 703
Miami, FL 33133

ARTICLE III

PURPOSE(S)

The general purpose for which the Corporation is formed is to operate exclusively for such educational, cultural and 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. 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 statement or otherwise) in any political campaign on behalf of any candidate for public office.

The specific purpose of the Corporation is support of Catholic institutions dedicated to the

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formation of Catholic priests for the new evangelization.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be set forth in the By-laws of the corporation.

ARTICLE V

INITIAL DIRECTORS

The names and street addresses of the initial directors are as follows:

Antonio Urso
Fernan Rodriguez
Cristina Vargas Vasquez
2665 South Bayshore Drive
Suite 703
Miami, FL 33133

ARTICLE VI

POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

ARTICLE VII

DISSOLUTION

Upon dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation or corporation which is organized exclusively for charitable purposes and which has secured a tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.

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ARTICLE VIII

MEMBERS

The Corporation will have members. The bylaws of the Corporation contain provisions relating to the qualification for membership, the rights of members, and other such matters.

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is:

Fernan Rodriguez
2665 South Bayshore Drive
Suite 703
Miami, FL 33133

ARTICLE X

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

World Corporate Services, Inc.
2665 South Bayshore Drive
Suite 703
Miami, FL 33133

The undersigned incorporator has executed these Articles of Incorporation this 8th day of November, 2006.

Signature of Incorporator:


Fernan Rodriguez, Incorporator

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INCORPORATOR

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 9th day of November, 2006

Fernan Rodriguez
Fernan Rodriguez

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, personally appeared Fernan Rodriguez, who is well known to me to be the person described in and who executes these Articles of Incorporation as Incorporator, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 9th day of November, 2006.

Carmen E. Dominguez
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of the HELP US FOUNDATION, INC. named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article X of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 8th day of November, 2006.


Elena Diaz, Vice President
World Corporate Services, Inc.