

NO 7000001442

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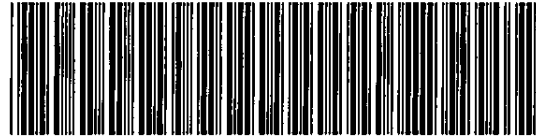
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TALLAHASSEE, FLORIDA

2/9/07

**COVER LETTER**

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

**SUBJECT:**        Transforming Poor Communities, 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:**

Reyner de Armas  
500 SW 64<sup>th</sup> Ave  
Miami, FL 33144  
(202) 345-7718

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

**ARTICLES OF INCORPORATION  
OF  
Transforming Poor Communities, Inc.  
A Florida "Not for Profit" Corporation**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation is Transforming Poor Communities, Inc.

**ARTICLE II  
PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal office of the corporation is located in the City of Miami and the County of Miami-Dade, Florida.

**PRIMARY OFFICE ADDRESS**  
500 SW 64<sup>th</sup> Ave.  
Miami, FL 33144

**MAILING ADDRESS:**  
P. O. Box 33488  
Washington, DC 20033

**REGISTERED AGENT:**

The name of the registered agent of the corporation is Reyner de Armas.  
The address of this registered agent is 500 SW 64<sup>th</sup> Ave. Miami, FL 33144.

**ARTICLE III  
CORPORATE PURPOSES**

The purposes for which this corporation is exclusively charitable and consists of the following:

This corporation is organized exclusively for religious, charitable, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations.

To this end, the corporation's principal purpose or mission statement is to stop the cycle of extreme poverty around the world, one country at a time, by providing the necessary tools to become self-sufficient.

The organization is committed to create long-term solutions by developing programs that involve the entire community. Some of these programs consist of:

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- . Building permanent housing and schools*
- . Developing farms, parks, and new businesses*
- . Providing new jobs, food, medicine, education, vocational training, clothing, entertainment, and more.*
- . Our goal is to help them become productive members of society*

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

#### **ARTICLE IV DURATION/MEMBERSHIP**

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operation in governing the corporation shall be defined by statute and by the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

Directors shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting of the board, except that no director shall vote for his/her own election, and shall serve for a term of three years each, but shall be so elected that approximately one-third are elected each year.

A director may serve an unlimited number of consecutive three-year terms.

Should a director die, resign, or be removed, the board may elect a director to serve for the duration of the un-expired term.

#### **ARTICLE V INCORPORATORS**

The name and address of the incorporator is:

Reyner de Armas  
500 SW 64<sup>th</sup> Ave.  
Miami, FL 33144

## **ARTICLE VI LIMITATIONS**

**NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and/or educational purposes. The property, assets and net income of the Corporation are irrevocably dedicated to charitable and/or educational purposes no part of which shall inure to the benefit of any individual.

**LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

## **ARTICLE VII DISSOLUTION**

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

## **ARTICLE VIII PRIVATE FOUNDATION PROVISIONS**

In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### ARTICLE IX INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

### ARTICLE X EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this

5<sup>TH</sup> day of FEBRUARY, 2007.

REYNER DE ARMAS  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Transforming Poor Communities, Inc., a Florida not for profit corporation.

REYNER DE ARMAS Reyner de Armas  
Registered Agent

FEBRUARY 5, 2007  
Date