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Account Name : YOUR CAPITAL CONNECTION, INC.  
Account Number : I20000000257  
Phone : (850)224-8870  
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FLORIDA PROFIT/NON PROFIT CORPORATION

The Imagine Foundation Inc.

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CAPITAL CONNECTION

NO. 5998 P. 2

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**The Imagine Foundation Inc.  
Articles of Incorporation  
A Florida Corporation, Not for Profit**

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In compliance with Chapter 617, Florida Statutes, and in accordance with other provisions of the laws of the State of Florida for the formation of a corporation not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned, and to that end we do, by these Articles of Incorporation, set forth.

**ARTICLE I - NAME**

The name of this Corporation shall be The Imagine Foundation Inc.

**ARTICLE II: PRINCIPLE OFFICE**

The initial principal place of business and mailing address of this corporation shall be: C/O Angela Martinez 2100 Salzedo Street Ste 201B Coral Gables, FL 33134.

**ARTICLE III - PURPOSES**

This Corporation is organized for the following purposes:

- 1) The Imagine Foundation Inc. is organized for charitable, educational, and scientific purposes, including for such purposes, the promotion, publicity and the making of distributions to organizations that qualify as exempt organizations under section 501 ( c ) ( 3 ) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 2) The Foundation's purpose will consist of contributing to other charitable organizations. It is anticipated that the Foundation will distribute most, if not all, of its assets on an annual basis. The entities to whom the Foundation makes donations will be chosen entirely in the discretion of the Board of Directors of the Foundation.
- 3) The Foundation may engage in a variety of fund-raising activities, including, but not limited to: Toy Drives for kids at Christmas and associated events such as celebrity dinners, benefit concerts, bowling tournaments, etc. All proceeds of any such activities would be donated by the Foundation to other tax-exempt, 501 ( C ) ( 3 ) charitable organizations.

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**ARTICLE IV - MEMBERSHIP**

- 1) The Imagine Foundation Inc. shall initially include four members. The number of Directors may change from time to time, pursuant to the Bylaws, but shall never be less than three.
- 2) Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

**ARTICLE V - INITIAL DIRECTORS/OFFICERS**

(1) Board of Directors: The Imagine Foundation Inc. shall have four directors. The number of directors shall either be increased or diminished from time to time by the bylaws but shall never be less than three. The Names and Addresses of the Initial Board of Directors are:

- i) Armando C Perez, 2100 Salzedo Street Ste 201B Coral Gables, FL 33134
- ii) Derrick Turton, 2100 Salzedo Street Ste 201B Coral Gables, FL 33134
- iii) Frank Zelada, 2100 Salzedo Street Ste 201B Coral Gables, FL 33134
- iv) Angela N. Martinez, 2100 Salzedo Street Ste 201B Coral Gables, FL 33134

(2) Corporate Officers: The members of the Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the members to elect from time to time. Such officers shall be initially elected, prior to the first annual meeting of members to take place after incorporation, in an election held according to the provisions of the bylaws of the corporation. Until such election is held, the following persons shall serve as corporate officers:

Armando C Perez (Pres), 2100 Salzedo Street Ste 201B Coral Gables, FL 33134  
Derrick Turton, (Vice Pres) 2100 Salzedo Street Ste 201B Coral Gables, FL 33134  
Angela N. Martinez (Secretary), 2100 Salzedo Street Ste 201B Coral Gables, FL 33134  
Frank Zelada, (Treasurer) 2100 Salzedo Street Ste 201B Coral Gables, FL 33134

**ARTICLE VI - AMENDMENTS TO BYLAWS**

As permitted by Section 617.0206, Florida Statutes, as amended or superseded from time to time, subject to the limitations contained in the Bylaws,

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and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by a majority of the Board of Directors present at any meeting; provided, that notice of the proposed change is mailed to each member at least fifteen (15) days prior to such meeting.

#### **ARTICLE VII-AMENDMENTS TO ARTICLES**

These Articles of Incorporation may be amended as provided by law. No amendments are permitted which would cause any loss of the corporation's status under section 501 (c) (3) of the code. Amendments may also be made at a regular meeting of the membership upon a one (1) month notice given, by a two-thirds (2/3) vote of those members present.

#### **ARTICLE VIII - DURATION**

This Corporation is to exist perpetually unless dissolved according to law.

#### **ARTICLE IX - NO PRIVATE INUREMENTS; RESTRICTIONS ON ACTIVITIES**

- 1) No part of the net earnings of the The Imagine Foundation Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
- 2) 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate public office.
- 3) Notwithstanding any other provision of these Articles, The Imagine Foundation Inc. shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the code or (b) by the organization's contributions which are deductible under section 170 (c) (2) of the Code, or the corresponding section of any future federal tax code.

#### **ARTICLE X: DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal

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Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of by a Court of Competent Jurisdiction in Florida exclusively for such purposes as the court shall determine.

**ARTICLE XI - REGISTERED AGENT/INCORPORATOR**

The name and address of the registered agent shall be Angela N. Martinez located at 2100 Salzedo Street Ste 201B Coral Gables, FL 33134

By: 

Angela N. Martinez, Secretary/Director

The name and address of the incorporator shall be Rob Socol c/o A.R.S. and Associates Inc located at 20810 West Dixie Hwy, North Miami Beach, FL, 33180.

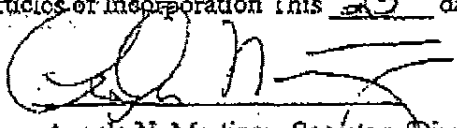
A.R.S. and Associates Inc

By: 

Rob Socol

INCORPORATOR

IN WITNESS WHEREOF, the undersigned, being the incorporator for the purpose of forming a Corporation pursuant to the Florida Not of Profit Corporation Act, Chapter 617, Florida Statutes, has signed these Articles of Incorporation This 23 day of February, 2007

  
Angela N. Martinez, Secretary/Director

STATE OF FLORIDA )  
COUNTY OF BROWARD )

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Angela N. Martinez

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal this 23 day of February, 2007



NOTARY PUBLIC, STATE OF FLORIDA

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CLERK OF STATE  
TALLAHASSEE, FLORIDA