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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**ORPHANS FOUNDATION USA, INC.**

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF  
ORPHANS FOUNDATION USA, INC.

ARTICLE I NAME

The name of this corporation is ORPHANS FOUNDATION USA, INC.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III PURPOSE

The purpose for which this corporation is organized is all non-profit purposes permitted under 26 U.S.C. §501(c)(3). Specifically, but not limited, this corporation will be involved in providing education for children and humanity health assistance, advise and acquisition of necessary goods for orphan children.

ARTICLE IV CAPITAL STOCK

This corporation shall issue no stock.

ARTICLE V LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are, 910 Aguero Avenue, Coral Gables, Miami-Dade County, Florida 33146. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

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ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with By Laws adopted by the members. The Directors were elected as stated in the By Laws by a majority of votes. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Fernando Guerrero President, Secretary	910 Agüero Avenue Coral Gables, FL 33146
Jacqueline Domhoff Director	910 Agüero Avenue Coral Gables, FL 33146
Ivan Rodriguez Director	6970 SW 110 Place Miami, FL 33173

ARTICLE VII INCORPORATORS

The name and street addressees of the incorporators are:

NAME	ADDRESS
Fernando Guerrero	910 Agüero Avenue Coral Gables, FL 3314696

ARTICLE VIII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and approved by the majority of the members at a General Assembly meeting, unless all the Directors sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation is made.

ARTICLE IX LIMITATIONS

1. No part of the net earnings of this corporation shall inure to the benefit of or be distributed to its members, directors, officers or other private person except that this 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 this article.

2. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

3. No withstanding any other activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE X DISSOLUTION

On the dissolution of this corporation, the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner of the organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purpose or to the organizations that the court determines are organized and operate exclusively for charitable, educational, religious or scientific purposes.

ARTICLE XI MEMBERS

The qualifications for and manner of admission of members shall be regulated by the bylaws.

ARTICLE XII INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this corporation is 910 Aguero Avenue, Coral Gables, Miami-Dade County, Florida 33146 and the name of the initial registered agent of this corporation at that address is Fernando Guerrero.

ARTICLE XIII BYLAWS

The bylaws of the corporation shall be adopted by the board of directors.

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IN WITNESS WHEREOF, the undersigned being the original incorporators, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and hereunto set our hands and seal this 30<sup>th</sup> day of July, 2007.

  
\_\_\_\_\_  
Fernando Guerrero

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the office/registered agent, in the state of Florida.

1. ORPHANS FOUNDATION USA, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Miami, State of Florida, has named Fernando Guerrero, located at 910 Agüero Avenue, City of Coral Gables, County of Miami-Dade, State of Florida 33146, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Fernando Guerrero

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TALLAHASSEE, FLORIDA

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