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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION**MIAMI MILERS LOVE 2 RUN, INC.**

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ARTICLES OF INCORPORATION
OF

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MIAMI MILERS LOVE 2 RUN, INC.
A Florida "Not for Profit" Corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

NAME OF CORPORATION: The name of the corporation is MIAMI MILERS LOVE 2 RUN, INC.

PRINCIPAL OFFICE: The principal office of the corporation is located at 3971 S.W. 8TH Street, Suite 305, Miami, Florida 33134.

MAILING ADDRESS: The mailing address of the corporation is 3971 SW 8th Street, Suite 305, Miami, Florida 33134.

REGISTERED AGENT: The name of the registered agent of the corporation is Gullaine Lamar Sosa, P.A. The address of this registered agent is 3971 SW 8th Street, Suite 305, Miami, Florida 33134.

DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

INCORPORATORS: The name and address of the incorporator is: Gullaine Lamar Sosa, 3971 SW 8th Street, Suite 305, Miami, Florida 33134.

CORPORATE PURPOSES

A. The exclusive purpose of this Corporation is to engage in charitable, educational, religious, or scientific activities, including, for such purpose, the making of distributions to organizations that qualify as exempt under of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

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501(c)(3) LIMITATIONS

A. **CORPORATE PURPOSE:** Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code..

B. **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 educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

C. **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.

D. **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.

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.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this _____ day of _____, 200__.

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Guiline Lamar Sosa

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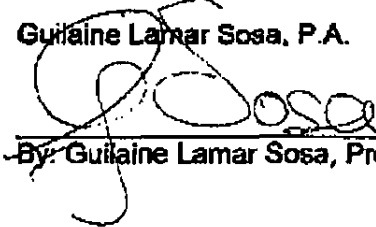
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Miami Milers Love 2 Run, Inc.,
a Florida not for profit corporation.

Guiline Lamar Sosa, P.A.


By: Guiline Lamar Sosa, President

Date: 1-17-08

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