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12/10/08

Transmittal Letter

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Subject: MEMORIAM FOUNDATION, INC.

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 and Certificate of Status
- ☐ \$ 78.75 Filing Fee and Certified Copy
- ☐ \$ 87.50 Filing Fee, Certified Copy & Certificate of Status

From:

William E. Ringelstein
Document Preparation Agency
1780 Deborah Dr., Unit 12
Punta Gorda, FL 33950
(941) 637-9979

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ARTICLES OF INCORPORATION

OF
Memoriam Foundation, Inc.

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DIVISION OF CORPORATIONS

A NON-PROFIT CORPORATION

2008 DEC -9 PM 2: 31

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

ONE: The name of this corporation shall be:

Memoriam Foundation, Inc.

TWO: The principle place of business and mailing address of this corporation shall be:

Memoriam Foundation, Inc., c/o Juan Castellanos, 392 Harbour Isle Way, Longwood, FL 32750

THREE: This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific purposes for which this corporation is organized are:

A. The purposes for which Memoriam Foundation, Inc. is organized are exclusively charitable, educational and scientific within the meaning of section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

B. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

C. 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 Revenue Code, or 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 shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

D. To solicit, collect and otherwise raise money to fund those aims and goals of Memoriam Foundation, Inc. which are exclusively charitable and within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

FOUR: The manner in which the Directors are elected is as follows:

The Officers and Directors will be elected as per this organization's By-Laws.

FIVE: The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

No additional limits.

SIX: These Articles of Incorporation may be amended as follows:

A. At any regular or special meeting of the Corporation, at which a quorum is present, by affirmative vote of two-thirds of the members present and voting, providing the Directors have previously considered the merits of the amendments.

B. No amendment shall be put to a vote unless written notice thereof stating the proposed amendment shall have been given to each member, by mail or personal delivery, at least two weeks prior to the meeting at which the vote on the proposed amendment is to be taken.

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

Juan Castellanos, 392 Harbour Isle Way, Longwood, FL 32750

EIGHT: The names and the street addresses of the 3 initial directors and 3 incorporators are:

Directors:

1. Mili Castellanos, 392 Harbour Isle Way, Longwood, FL 32750
2. Sara Vargas, 5845 Rywood Dr., Orlando, FL 32810
3. Raul Castellanos, 392 Harbour Isle Way, Longwood, FL 32750

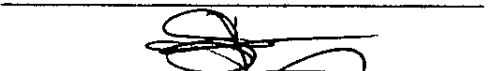
Incorporators:

1. Mili Castellanos, 392 Harbour Isle Way, Longwood, FL 32750
2. Sara Vargas, 5845 Rywood Dr., Orlando, FL 32810
3. Luis J. Ramos, 2306 Park Maitland Ct., Maitland, FL 32751

The undersigned incorporators have executed these Articles of Incorporation this 2nd day of December, 2008.

Signatures of Incorporators:

 Mili Castellanos

 Sara Vargas

 Luis Ramos

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is:

Memoriam Foundation, Inc.

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2. The name and address of the registered agent and office is:

Juan Castellanos, 392 Harbour Isle Way, Longwood, FL 32750

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature

Juan Castellanos

Date

DEC 2, 2008