

06-02-10

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From: Hunton and Williams

Division of Corporations

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Florida Department of State
Division of Corporations
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FREE YOGA FOUNDATION, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FREE YOGA FOUNDATION, INC.**

FREE YOGA FOUNDATION, INC., a non-for-profit corporation organized under the laws of the State of Florida (the "Corporation"), in accordance with Section 617.1007 of the Florida Statutes, desiring to amend and restate its Articles of Incorporation, does hereby certify:

- FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on January 28, 2009.
- SECOND: The Corporation has no members. Therefore, these Amended and Restated Articles of Incorporation were adopted and approved by the board of directors of the Corporation by unanimous written consent on September 30, 2009.

ARTICLE I - NAME

The name of the Corporation is FREE YOGA FOUNDATION, INC.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS
AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is 640 SW 2nd Ave., #31, Miami, FL 33130.

ARTICLE III - PURPOSE

This Corporation is a not-for-profit corporation, organized and shall be operated exclusively for educational and charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- (a) To provide access to the practices and teachings of all forms of yoga to all people, regardless of perceived barriers;

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- (b) To teach all forms of yoga, the practice of mediation and its allied disciplines.
- (c) To promote overall wellness and healing through the teaching and practice of yoga;
- (d) To participate in any activity designed and implemented to promote the general health and wellness education of the communities served by the Corporation; and
- (e) To carry on such other activities that are in furtherance of and support of the foregoing purposes as are lawful and proper for Corporations formed under the Act and section 501(c)(3) of the Code.

ARTICLE IV - BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall initially be three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

LUANA HERVIER
640 SW 2nd Ave., #31
Miami, FL 33130

VICTOR MUNOZ
640 SW 2nd Ave., #31
Miami, FL 33130

JESUS MARTINEZ
640 SW 2nd Ave., #31
Miami, FL 33130

ARTICLE V - REGISTERED AGENT

The name and Florida address of the registered agent is:

Luana Hervier
640 SW 2nd Ave., #31
Miami, FL 33130

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Silva's Enterprise, Inc., 5220 S. University Dr., Suite C-102, Davie, Florida 33328.

ARTICLE VII - OFFICERS

The officers of the Corporation are:

Title: President and Treasurer
LUANA HERVIER
640 SW 2nd Ave., #31
Miami, FL 33130

Title: Vice President
VICTOR MUNOZ
640 SW 2nd Ave., #31
Miami, FL 33130

Title: Secretary
JESUS MARTINEZ
640 SW 2nd Ave., #31
Miami, FL 33130

ARTICLE VIII - MEMBERSHIP

The Corporation shall have no members.

ARTICLE IX - DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Directors.

ARTICLE X - LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of

statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

06-02-10

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From-Hunton and Williams

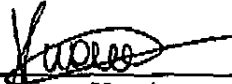
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IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation on this 30 day of September, 2009.

FREE YOGA FOUNDATION, INC

By:



Quana Hervier
President

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