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Division of Corporations

ANGRIOTIS LAW FIRM P.A.
Division of Corporations

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

HISPANIC FORECLOSURE ALLIANCE INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non-profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is HISPANIC FORECLOSURE ALLIANCE INC.
(hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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 the corresponding section of any future federal tax code.

ARTICLE 3 - PROHIBITIONS

No part of the net earnings of the Corporation 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 Second hereof. No substantial part of the activities of the Corporation shall be 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 for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a.) by a Corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b.) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.



ANDRIOTIS LAW FIRM, P.A.
SERVICE AND JUSTICE

Main Office:
1787 South Pinellas Ave. Suite 400
Tarpon Springs, FL 34689
Phone: 727.937.1400
Fax: 727.937.1411

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ARTICLE 4 - DIRECTORS

The Directors shall be elected by a majority vote of the Members of this Corporation.
The Director(s) of the Corporation shall be:

Brad Swarts
Jolie Gonzalez
Wayne Kass

whose mailing address shall be the same as the principal office of the Corporation.

ARTICLE 5- PRINCIPAL OFFICE

The address of the principal place of business of this Corporation is 4101 West Santiago Street,
Tampa, Florida 33629-6732 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is: Christine N. Failey
1787 South Pinellas Avenue, Suite 400, Tarpon Springs, Florida 34689

ARTICLE 7 - OFFICERS

The Officers shall be elected by a majority vote of the Directors of this Corporation.
The officers of the Corporation shall be:

President:	Jolie Gonzalez
Secretary:	Jolie Gonzalez
Treasurer:	Jolie Gonzalez

whose mailing address shall be the same as the principal office of the Corporation.

ARTICLE 8 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.



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H09000054449 3**ARTICLE 10- QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 11- VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 12- LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Andriotis Law Firm, P.A., located at 1787 South Pinellas Avenue, Suite 400, Tarpon Springs, Florida 34689. The name and address of the registered agent of this Corporation is Andriotis Law Firm, P.A., 1787 South Pinellas Avenue, Suite 400, Tarpon Springs, Florida 34689.

ARTICLE 14 -EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 -AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon members, officers or directors in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



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ARTICLE 16 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Director(s) that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Director(s). The indemnification and advancement of attorney fees and expenses for directors, officers, employees or agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause, or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable, and the other provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 17- DISSOLUTION

Upon 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 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 public purpose. Any such assets not so disposed of shall be disposed of by Court or competent jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



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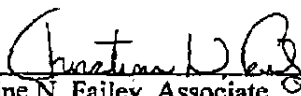
IN WITNESS WHEREOF, The undersigned, an authorized representative of the shareholder(s), has made and subscribed these Articles of Incorporation at Tarpon Springs, Florida for the foregoing uses and purposes this 10th day of March, 2009.


Christine N. Failey, Authorized Representative of the Directors

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Andriotis Law Firm, P.A., having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with, and accepts the obligations of the position of Registered Agent under section 608.4155, Florida Statutes and other applicable Florida Statutes.

Andriotis Law Firm, P.A.,

By: 
Christine N. Failey, Associate

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