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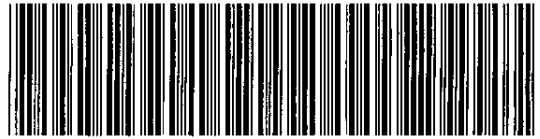
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DIVISION OF CORPORATIONS
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gf 6/03/09

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: UMA USA INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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 &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: DANIEL HURTADO
Name (Printed or typed)

7801 NW 37 STREET, SUITE 104
Address

DORAL, FL 33166
City, State & Zip

305-715-9920
Daytime Telephone number

daniel@hurtado-velez.com
E-mail address: (to be used for future annual report notification)

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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

UMA USA, INC.

(A Florida Corporation, not for profit)

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The undersigned, acting as Incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I – NAME

The name of this not for profit corporation is:

UMA USA, INC.

ARTICLE II – ADDRESS

The principal place of business and mailing address is:

**9737 NW 41 Street
Suite 737
Doral, FL 33178**

ARTICLE III – DURATION

This corporation shall have perpetual existence until dissolved by due process of law.

ARTICLE IV – PURPOSE

This corporation is organized for the exclusive purpose of operating as a not for profit organization 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 providing the following services:

1. Offer charitable assistance and integral attention, individually or through the community, to children, adolescents, and the elderly, through a network of volunteers and centers of primary attention, in order to better their quality of life.
2. To foster and promote community wide interest and concern for the problems of said residents to the end that (a) educational and economic opportunities may be expanded; (b) sickness, poverty, crime, and environmental degradation may be lessened; and (c) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated.
3. To promote amateur sports and cultural events.

4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, 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, associations, trusts, institutions, foundations, or governmental entities,
5. Any other activities allowed under the above Code section.

ARTICLE V – Activities Not Permitted

Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation 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, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or any other corresponding provisions of any future United States Internal Revenue Law.

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.

ARTICLE VI – INITIAL REGISTERED AGENT

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

**Daniel H. Hurtado, CPA
7801 NW 37 Street, Suite 104
Doral, FL 33166**

ARTICLE VII – INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is:

**9737 NW 41 Street
Suite 737
Doral, FL 33178**

ARTICLE VIII – INITIAL BOARD OF DIRECTORS AND OFFICERS

The name and address of the Initial Board of Directors and Officers of this corporation are:

President and Director: Alejandro Antonio Perez Bolaños
Calle Adrian Rodriguez, Quinta Guadalupe
Chacao, Caracas, Venezuela 1061

Secretary and Director: Ali Gamboa
9737 NW 41 Street, Suite 737
Doral, FL 33178

Director: Mervi Enrique Hernandez Araujo
Parcelamiento La Esperanza, Finca Lomas de Caguita
Las Tejerias, Estado Aragua, Venezuela

Director and Treasurer: David Gonzalo Montilla
Calle Las Flores, Edif. Claret, Piso 1, Apto 02
Sabana Grande, Caracas, Venezuela 1050

Director: Cristina Luisis
1208 Salcedo Street
Coral Gables, FL 33134

Director: Hector Jose Pires De Sousa
9610 SW 8 Street
Miami, FL 33174

Director: Ivette Ana Canales
14976 SW 109 Lane
Miami, FL 33196

ARTICLE IX – INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

**Alejandro Antonio Perez Bolaños
Calle Adrian Rodriguez, Quinta Guadalupe
Chacao, Caracas, Venezuela 1061**

ARTICLE X – DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of this corporation shall inure to the benefit of any Member, Director, or Officer of this Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for this Corporation affecting one or more of its purposes) and no Member, Director, or Officer of this Corporation or any

private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of this Corporation.

In the event of dissolution, the residual assets of this Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public 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. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes prior to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI – MANAGEMENT OF CORPORATE AFFAIRS

- (A) Board of Directors. The powers of this Corporations shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. This Corporation shall have three (7) Directors initially. The number of Directors of this Corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The initial Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held. The method of selection of Directors is stated in the Bylaws of this Corporation. Directors elected at the first annual meeting and at all times thereafter, shall serve for a term of one year or until the first annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the Corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this Corporation shall be prima facie evidence of such authority.
- (B) Corporate Officers. The Board of Directors shall elect the following officers: President and C.E.O., Treasurer, and Secretary and such other officers as the Bylaws of this corporation may authorize, from time to time, the Directors to elect.

ARTICLE XII – BYLAWS

The Board of Directors of this Corporation may provide such Bylaws for the conduct of the business of this Corporation and the carrying out of its purpose as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not For Profit Law of Florida concerning corporate action that must be authorized or approved by Members of this Corporation.

ARTICLE XIII – INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of this Corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to such he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.


ARTICLE XIV – MEMBERSHIP

The membership of this corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of this corporation. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of this Corporation only. The authorized number of the Members of this Corporation, the different classes of membership, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE XV - AMENDMENTS

An amendment to these Articles of Incorporation may be proposed by any Member of this Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

The undersigned Incorporator has executed these Articles of Incorporation this 28 day of May 2009.


Alejandro Antonio Perez Bolaños

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been appointed as Registered Agent for the above named corporation, hereby consents to said appointment and agrees to serve as same for said corporation.


Daniel H. Hurtado

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