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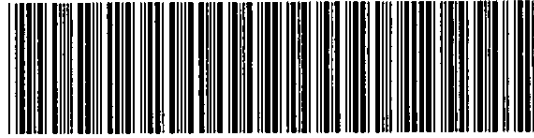
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09 JUN 10 AM 10:58
REGISTRY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

09 JUN 12 AM 6:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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LAZARUS

CORPORATE FILING SERVICE

3320 SW 87TH AVENUE

MIAMI, FL 33165 (305) 552-5973

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. TOUCHED BY A SMILE FOUNDATION,
(Corporation Name) (Document #)

2. INC.
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

AMENDMENTS

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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09 JUN 12 AM 11:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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June 11, 2009

LAZARUS CORPORATE FILING

SUBJECT: TOUCHED BY A SMILE FOUNDATION, INC.
Ref. Number: W09000027398

We have received your document for TOUCHED BY A SMILE FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Regulatory Specialist II

Letter Number: 409A00019697

**ARTICLES OF INCORPORATION
OF
Touched by a Smile Foundation, Inc.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 JUN 12 AM 6:34

APPROVED
AND
FILED

*The undersigned incorporator, who is citizen of the United States, for the purpose of forming a corporation under the Florida **Not for Profit Corporation Act**, hereby adopt(s) the following Articles of Incorporation.*

Article I

The name of the corporation shall be **Touched by a Smile Foundation, Inc.**

Article II

The principal place of business and mailing address of this corporation shall be **9101 SW 124 STREET, Miami, FL 33176.**

Article III

Said corporation is organized exclusively for providing assistive technology for children community with special needs, and the making of distributions to organizations that qualify as exempt organizations under section 501©(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code

The general natural and purpose of the corporation shall be as following to wit:

- a) To provide assistive technology for children with special needs and to assist every child with special needs by providing them with the right opportunities to achieve a happy, healthy, and a higher quality of life..*
- b) To engender and develop among its members and with whomsoever they come into contact, the highest principles of the moral and ethical aspects of life...*
- c) To acquire, through lease or purchase or otherwise, sites for providing an office area as well as room for inventory of accessories.*
- d) To purchase, take, hold, lease, rent, sell or mortgage, real property for any purpose whatsoever which would promote the purposes of the Corporation.*

- e) *To purchase, take, hold, lease, rent sell, or mortgage, personal property, and do all things incidental or necessary or convenient in order to carry out the express purposes and ideals and goals of the Corporation.*
- f) *To ordain qualified people to handle all aspects of providing assistive technology...*
- g) *To solicit and collect voluntary contributions for the purposes of advancing the work of the Corporation.*
- h) *To do everything lawful and necessary to accomplish the foregoing purposes and goals.*
- i) *This corporation is organized exclusively for charitable, educational, scientific purposes and the well been of every child with special need and provide the opportunity to them to experience new things in order to achieve their maximum potential in life, including for such purposes the making of distributions to organizations that qualify as exempt organizations under sections 501©(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax Code.*
- j) *No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors or trustees, officers, or other private persons except that the organization 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 the purpose clause hereof.*
- k) *No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.*
- l) *Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal Tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future Federal Tax code.*

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is

then locate, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article IV

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

BARBARA LOPEZ	9101 SW 124 Street
	Miami, Florida 33176

ARTICLE V

A board of directors shall manage the business of the corporation Consisting of no less than three nor more than four directors. A quorum for the holding of a meeting of the board of directors and for the transactions of any business which will be properly done by the directors on behalf of the corporation shall consist of majority of members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though the said act Had been done and authorized at a meeting at which a quorum Had been present, or such duties may be delegated to an executive committee.

VI

The name and Florida street address of the initial registered agent are:
BARBARA LOPEZ, at 9101 SW 124 Street, Miami, Fl. 33176.

VII

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

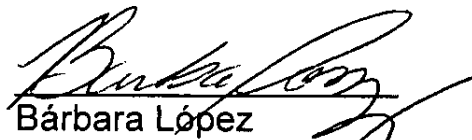
Services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or other-wise attempting to influence legislation, and the corporation shall not 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. If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

VIII

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 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 a public purpose. Any such assets not so disposed of shall be disposed of by a Court of 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. limited in such manner as to require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article Third of this Declaration of Trust, or as shall in the opinion of the trustees, jeopardize the federal income tax exemption of this trust pursuant to section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IX

The name and address of the Incorporator to these Articles of Incorporation is:



Bárbara López
9101 SW 124 Street
Miami, Florida 33176

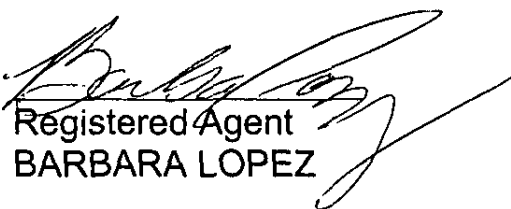
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN

**FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.**

Pursuant to the provisions of the section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida.

The name of the corporation is: *Touched By a Smile Foundation, Inc.* with its principal place of business at City of Miami, State of Florida has named **Barbara Lopez** located at **9101 SW 124 Street, Miami, Florida 33176** to accept process in State of Florida County of **MIAMI-DADE**.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


Registered Agent
BARBARA LOPEZ

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AND
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09 JUN 12 AM 6:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA