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FLORIDA PROFIT/NON PROFIT CORPORATION

SMILE FOUNDATION, INC.

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Articles of Incorporation for
Smile Foundation, Inc.

The undersigned Incorporator, in order to form a non-profit corporation under the laws of the state of Florida, abides by the Florida Not-for-Profit Corporation Act, and hereby adopt the following Articles of Incorporation.

Article I – Name of the Corporation:

The name of the corporation shall be Smile Foundation, Inc.

Article II – Place of Business:

The principal office of this corporation shall be at 4299 Bellasol Cir# 2613 Fort Myers, FL 33916, Lee County. The mailing address of this corporation shall be the same.

Article III – Purpose:

Our mission is to fight children's hunger in Latin America and provide them high-quality educational support to overcome poverty and create a promising better life.

Article IV – Manner of Election of Directors:

In accordance with section 617-0202(d) Florida Statutes:

The Board of Directors of the corporation shall have an Annual Business Meeting in which the directors are appointed and elected by vote. The affirmative votes of a number of directors at the time of this meeting must be equal to a majority of the number who constitute the full board of directors. The directors elected should have their mandate in force until the take over of the new directorship in the next Annual Business Meeting.

Article V – Registered Agent Name and Address:

The street address of the initial registered agent of this corporation is 4460 Cleveland Ave Suite E, in the City of Fort Myers, FL 33901 Lee County and the name of the registered agent is: Metro Business Agency, Inc.



4460 Cleveland Ave# E, Fort Myers, FL 33901
Phone: 239-466-8600 * Fax: 239-275-0865

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I certify that I am familiar with and accept the responsibilities of a registered agent.

Registered Agent Signature:



Article VI – Name and Address of Incorporator:

The name and street address of the incorporator of this incorporation is:

Hanna Sroda
Incorporator

4460 Cleveland Ave #E
Fort Myers, FL 33901

Article VII – Board of Directors

Name(s)

Address(es)

Joao Nogueira da Silva Neto
President

4299 Bellasol Cir# 2613
Fort Myers, FL 33916

Rosilene Gomes de Avelis Nogueira
Vice President

4299 Bellasol Cir# 2613
Fort Myers, FL 33916

Anderson Oliveira Silva
Director

3777 Fowler St# 7
Fort Myers, FL 33901

Jose Lourenco Pereira
Treasurer

4961 30th PL SW
Naples, FL 34116

Katia S. Pereira
Secretary

4961 30th PL SW
Naples, FL 34116

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Article VIII – Term of Existence

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

Article IX – Effective Date

These articles of incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.



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Article X – Amendment

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation, or in any amendment hereto, or to add any provision in this Articles of Incorporation or to any amendment hereto, in any matter now or hereafter prescribed or permitted by the Provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto or granted subject to this reservation.

Article XI – Corporate Activities

No parts 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. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporate shall not participate in, or intervene in any political campaign of 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.

Article XII – Qualifications of Membership

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

Article XIII – Voting Rights

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

Article XIV – 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.



H090002259683**Article XV – 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 directors, 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 board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and 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, 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 in their official capacity with the director or officer is or was director or Corporation. The Corporation also may be pay for 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 the 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 provisions remaining shall not be otherwise affected.

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All references in the Articles of Incorporation to "director" "officer" "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

Article XVI – Dissolution

In the event of dissolution of this Corporation, its assets remaining after payment, or provision for payments, of all debts and Liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c)(2) of the Internal Revenue.

Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purpose.

However, if the named recipient is not then in existence or no longer a qualified distributed, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax codex).

Any additional provisions for the operation of the corporation are as follows:

Article XVII – Limitations on Activities

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting of this to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this 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, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Article XVIII – Prohibition against Private Inurement

No parts of net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons,



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except that this 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 these Articles.

Article XIX – Compensation Restriction

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

Article XX – Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holding as defined in Section 4943 (c) of Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Acceptance of Registered Agent Designation in the Articles of Incorporation:

In witness whereof, the undersigned being the original subscriber to the capital stock herein for the above named corporation, and for the purpose of forming a corporation, hereby declaring and certifying that the facts herein stated are all true and due agree to take the number of shares herein above set forth. Registered agent is familiar with and accepts the obligations of the position under Section 607 of the Florida Statutes, and hereunto set our hands and seals this 22nd day of October, 2009.



Metro Business Agency, Inc.
Hanna Sroda - Incorporator

