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(Business Entity Name)

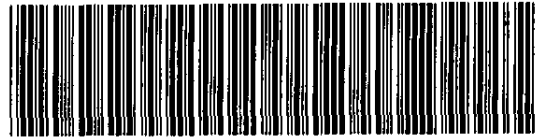
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Returned Check

T. Burch MAY 20 2010

COVER LETTER

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

SUBJECT: Face of Love Foundation, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00

☐ \$78.75

☐ \$78.75

☒ \$87.50

Cornel Simms
10700 Caribbean Blvd.,
STE 202C.
Cutler Bay, FL 33189.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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10 MAY 19 AM 11: 01

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

May 4, 2010

CORNEL SIMMS
10700 CARIBBEAN BLVD STE 202C
CUTLER BAY, FL 33189

SUBJECT: FACE OF LOVE FOUNDATION, INC.
Ref. Number: W10000021595

We have received your document for FACE OF LOVE FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the corrected original and one copy of 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) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 510A00011086

ARTICLES OF INCORPORATION

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ARTICLE I NAME OF CORPORATION

The name of this corporation shall be: Face of Love, Inc.

ARTICLE II REGISTERED OFFICE

The corporation's registered office is: 10700 Caribbean Blvd., STE 202C. Miami, Florida 33189.

ARTICLE III PURPOSE

The Corporation is organized exclusively for educational, charitable, scientific, and religious 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 corresponding section of any future federal tax code. The Corporation may receive and administer funds for educational, charitable, scientific, and religious purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Non Profit Corporation Law.

ARTICLE IV DURATION

The period of duration of the Corporation is perpetual.

ARTICLE V CONTEXT OF OPERATION

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TALLAHASSEE, FLORIDA

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VI LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined the bylaws of this corporation].

ARTICLE VII DIRECTORS/MEMBERS

The corporation shall have a voting membership, and may have classes of same (if any), as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by the corporation's by-laws and statute. No Member or Director shall have any right, title, or interest in or to any property of the corporation. The method of election of directors is as stated in the bylaws.

The initial members of the corporate board of directors shall be:

Chairman—Dr. Cornel Simms

Director—R. K. Hynds

ARTICLE VIII DEBT OBLIGATIONS AND PERSONAL LIABILITY

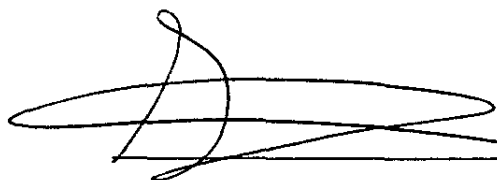
No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE IX DISSOLUTION

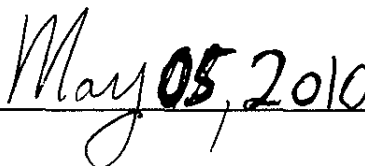
Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) 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.

ARTICLE X INCORPORATOR

The Incorporator shall be: Dr. Cornel Simms located at 10700 Caribbean Blvd., STE 202C. Cutler Bay, FL 33189.



Signature



Date

**ARTICLE XI
REGISTERED AGENT**

The Registered Agent shall be: Nelda Lawrence, Esq. located at 18330 S.W. 97th Ave.
Palmetto Bay, FL 33157.

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.


Signature


Date

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TALLAHASSEE, FLORIDA