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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Maria's Birthday Wishes for the Homeless, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MARIA'S BIRTHDAY WISHES FOR THE HOMELESS, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a not-for-profit corporation under the applicable provisions of the Florida Statutes.

ARTICLE I
NAME

The name of this corporation is MARIA'S BIRTHDAY WISHES FOR THE HOMELESS, INC. (the "Corporation")

ARTICLE II
PURPOSES AND POWERS

The purposes for which the Corporation are organized are exclusively charitable, 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 (the "Code"). The objects and purposes of the corporation and the nature of the business to be carried on by it are as follows:

(a) To distribute food items to individuals on their birthday who either are in homeless shelters or state or county facilities for the abused or homeless or to distribute such items to shelters serving the homeless, underprivileged or abused for further distribution to their occupants;

(b) To receive any property, real personal or mixed, for the purposes of the Corporation, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall 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", or as shall in the opinion of the Board of Directors jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Code;

(c) To do and engage in all lawful activities that further or are consistent with the preceding objects and purposes of the corporation;

(d) In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or

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subsequently conferred upon nonprofit corporations organized under the laws of the State of Florida.

The Corporation may carry out the purposes hereinabove set forth in any state, territory, district, possession, dependency or other political subdivision of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, possession, dependency or political subdivision of the United States of America or by such foreign country.

ARTICLE III EXISTENCE

The Corporation shall have a perpetual existence. The corporate existence will commence upon the filing of these Articles with the Department of State.

ARTICLE IV MEMBERSHIP

(a) The regular members of the Corporation shall consist of the Directors of Maria's Birthday Wishes for the Homeless, Inc. Election as a Director hereof shall constitute election of said individual as a regular member, and termination as a Director for any reason shall constitute termination as a Regular Member hereunder.

(b) There shall be such honorary members, if any, as the By-laws shall authorize. No honorary member shall be entitled to participate in the affairs of the Corporation, and in no event shall honorary membership in this Corporation vest any interest in the assets of the Corporation in any such honorary member.

ARTICLE V LIMITATIONS

(a) Other provisions of these Articles of Incorporation, notwithstanding, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue law; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue law, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue law.

(b) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended or corresponding provisions of any future United States Internal Revenue law.

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(d) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(e) In the event of dissolution, the residual assets of the organization will be turned over to no less than two (2) or more organizations which themselves are exempt organizations as described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law, or to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of in the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

(f) No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(g) Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is Maria Wassef, 6933 Lone Oak Boulevard, Naples, Florida 34109.

ARTICLE VII MANAGEMENT

The affairs of the Corporation shall be managed by the Officers pursuant to the direction of the Board of Directors.

(a) Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of this Corporation shall initially consist of three (3), provided, however, that such number may be changed in accordance with the By-laws. In no event, however, shall the number of Directors ever be less than three (3).

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The Board of Directors shall be a self-perpetuating body and shall be elected and shall serve for such terms and until such time as shall be set forth in the By-laws. In the event any vacancies shall occur because of death, resignation, incapacity to act, or removal of a Director, the then remaining Directors shall, within a reasonable time, fill the vacancy or vacancies. In the event the vacancy is created by resignation, the resigning Director shall have the authority to nominate a replacement Director. The appointment shall be subject to majority approval by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors under any provision of law, these Articles of Incorporation or By-laws may be taken without a meeting if the total Board of Directors 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 of Directors, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Directors.

The names and addresses of such members of the present Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Maria Wassef	6933 Lone Oak Boulevard Naples, Florida 34109
Maged Wassef	6933 Lone Oak Boulevard Naples, Florida 34109
Michael Wassef	6933 Lone Oak Boulevard Naples, Florida 34109

(b) Officers. The Officers of the Corporation shall consist of the President, one or more Vice Presidents, a Secretary and Treasurer. The Officers shall be elected by the Board of Directors for the terms and at the times as set forth in the By-laws.

The present officers are as follows:

President:	Maria Wassef
Vice President:	Maged Wassef Michael Wassef

The duties and powers of the Officers shall be as set forth in the By-laws.

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ARTICLE VIII
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business of the corporation is 6933 Lone Oak Boulevard, Naples, Florida 34109. The mailing address of the corporation is Maria's Birthday Wishes for the Homeless, Inc., c/o Maria Wassef, 6933 Lone Oak Boulevard, Naples, Florida 34109.

ARTICLE IX
REGISTERED OFFICE AND AGENT

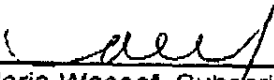
The street address of the registered office of this corporation is 6933 Lone Oak Boulevard, Naples, Florida 34109.

The name of the registered agent of this Corporation at the above address is Maria Wassef.

The Board of Directors may, from time to time, redesignate said registered agent and/or move the registered office to any other address within the State of Florida.

ARTICLE X
MISCELLANEOUS

Amendments to these Articles of Incorporation may be proposed and adopted by two-thirds (2/3) vote of the Board of Directors at any properly constituted meeting of the Directors or by written consent of the Board of Directors.




Maria Wassef, Subscriber
6933 Lone Oak Boulevard
Naples, Florida 34109

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STATE OF FLORIDA)
) ss.
COUNTY OF COLLIER)

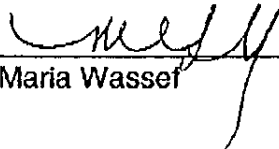
I HEREBY CERTIFY that on this 26th day of August, 2010, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Maria Wassef. Maria Wassef is personally known to me and did not take an oath and who executed the foregoing Articles of Incorporation of Maria's Birthday Wishes for the Homeless, Inc., and she acknowledged before me that she subscribed to these Articles of Incorporation.


Notary Public
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

That Maria's Birthday Wishes for the Homeless, Inc. desiring to organize under the laws of the State of Florida, has named Maria Wassef, 6933 Lone Oak Boulevard, Naples, Florida 34109, as its agent to accept service of process within Florida.



Maria Wassef

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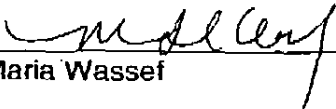
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ACKNOWLEDGMENT:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Maria Wassef

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