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2010 DEC - 6 PM 4: 09

12/7/10

TRANSMITTAL LETTER

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

SUBJECT: Corporate Name is Peniel Foundation, Inc.

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

<input type="checkbox"/> \$70.00 Filing Fee & Certificate of Status	<input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certificate of Status & Certified Copy
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From: Peniel Foundation, Inc.

P O Box 7473

Port St. Lucie, FL 34985.

(561) 254-2186

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DIVISION OF CORPORATION
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ARTICLES OF INCORPORATION
OF
Peniel Foundation, Inc.
A Florida "Not for Profit" Corporation

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DIVISION OF CORPORATIONS

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The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

Article I.

NAME OF CORPORATION: The name of the corporation is Peniel Foundation, Inc.

Article II.

PRINCIPAL OFFICE: The principal office of the corporation is located at 1913 SW McAllister Lane, Port St. Lucie, FL 34953.

Article III.

MAILING ADDRESS: The mailing address of the corporation is P O Box 7473, Port St. Lucie, FL 34985.

Article IV.

REGISTERED AGENT: The name of the registered agent of the corporation is Bertrand N. Derival. The address of this registered agent is 714 SE Landsdowne Avenue, Port St. Lucie, FL 34983.

Article V.

BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws. Interim officers are as follows: (1) President, Bertrand N. Derival; (2) Vice President, Wolner Cius (3) Secretary, Johnny Tesant; and (4) Treasurer, Luc Joseph; (5) Assistant Secretary, Frederic Terilus.

Article VI.

INCORPORATORS:

The name and address of the incorporator is: Bertrand N. Derival, 714 SE Landsdowne Avenue, Port St. Lucie, FL 34983.

Article VII.

CORPORATE PURPOSES: The purposes for which this corporation is formed are exclusively charitable and educational and consist of the following:

1. This corporation is formed exclusively for charitable and educational purposes 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."
2. 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, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
3. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

501(c)(3) LIMITATIONS

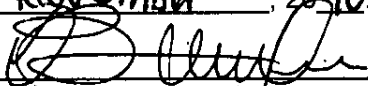
1. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
2. **NO PRIVATE INUREMENT:** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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. 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. 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.
4. **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.
5. **DISSOLUTION:** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (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 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 VIII.

INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

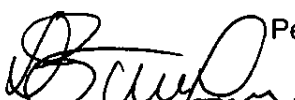
EXECUTION

The incorporator hereby executes these Articles of Incorporation on this 30th day of November, 2010.


Bertrand N. Derival

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Peniel Foundation, Inc., a Florida Not for Profit Corporation.


Bertrand N. Derival

Date: 11-30th-2010

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