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FLORIDA PROFIT/NON PROFIT CORPORATION  
RIVER PEOPLE INITIATIVE INC.

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**ARTICLES OF INCORPORATION**

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**OF**

**RIVER PEOPLE INITIATIVE INC.**

In Compliance with Chapter 617, F.S. (Not for Profit)

**ARTICLE I - NAME**

The name of the corporation shall be RIVER PEOPLE INITIATIVE INC. (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE**

The initial address of the principal office and the mailing address of the Corporation is 121 Alhambra Plaza, Suite 1140, Coral Gables, Florida 33134.

**ARTICLE III - PURPOSE**

The exclusive purposes for which the Corporation is organized are charitable, scientific, literary, educational or religious purposes, but only to the extent and in such manner that such purposes constitute exclusively charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) and also Sections 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax law.

No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to its members, trustees or officers or other private persons (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and reimbursement of expenses incurred on behalf of the Corporation and to make payments and distributions in furtherance of its purposes as set forth in these Articles of Incorporation). No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation or the laws of any jurisdiction otherwise applicable, the Corporation shall not carry on any activities not permitted

to be carried on and shall not make any distribution not permitted to be made (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law, or (b) by a corporation contributions to which are deductible under Section 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax law.

Upon dissolution, the assets of the Corporation shall be distributed exclusively for charitable, scientific, literary, educational or religious purposes within the meaning of Section 501(c)(3) and also Sections 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax law. Any such assets not so disposed of shall be disposed by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

Notwithstanding the foregoing: (a) the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law; (b) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law; (c) the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law; (d) the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law; and (e) the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law.

#### **ARTICLE IV - MANNER OF ELECTION**

The manner in which the directors are elected or appointed is stated in the By-Laws of the Corporation

**ARTICLE V - INITIAL REGISTERED AGENT AND REGISTERED ADDRESS**

The name and the Florida street address of the registered agent and office are Joan Burton Jensen, Attorney at Law, 121 Alhambra Plaza, Suite 1140, Coral Gables, Florida 33134.

**ARTICLE VI - INCORPORATOR**

The name and the Florida street address of the incorporator are Joan Burton Jensen, Attorney at Law, 121 Alhambra Plaza, Suite 1140, Coral Gables, Florida 33134.

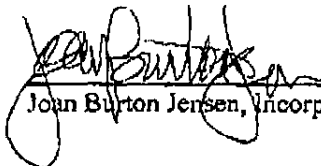
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*Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I heretofore accept the appointment as registered agent and agree to act in this capacity. I further 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 as of this 23rd day of June 2011.*

  
Joan Burton Jensen, Registered Agent

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IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 23rd day of June 2011.

  
Joan Burton Jensen, Incorporator

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