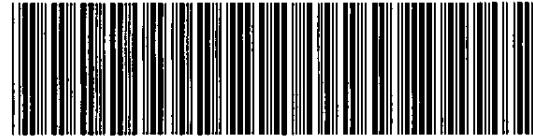


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POMARES FOUNDATION
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Ps [Signature]

Articles of Incorporation for:

WHITMAN AND BEATRICE POMARES FOUNDATION, INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I - NAME

The name of corporation is:

WHITMAN AND BEATRICE POMARES FOUNDATION, INC.

Article II - PRINCIPAL ADDRESS

The principal place of business for the organization is:

233 N. FEDERAL HWY.
STE. 43
DANIA BCH, FL 33004

The mailing address of the organization is:

P. O. BOX 190703
FORT LAUDERDALE, FL. 33319

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Article III - PURPOSE

The specific purpose for which this corporation is organized is:

TO ENGAGE EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL AND SCIENTIFIC PURPOSES, INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C3) OF THE INTERNAL REVENUE CODE OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

Article IV - POWERS

The Corporation shall have all of the common law and statutory powers of a Not-for-Profit corporation pursuant to the laws of the State of Florida as provided in Section 617.0302 that are not in conflict with the terms of these Articles; provided however, that notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax pursuant to Section 501-(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law. The Corporation shall not issue shares of stock and shall not distribute any part of its income to its members, directors or officers; provided, however, that the Corporation may pay compensation in a reasonable amount to its members, directors, officers and employees for services rendered and may confer benefits upon its members in conformity with its purposes.

Article V - MANNER OF APPOINTMENT OF DIRECTORS

Directors shall consist of two (2) Co-Founders and an additional director who are deemed to be in good moral standing as interpreted to be by this organization. The organization may later increase its board membership as seen fit by its directors.

Powers: All corporate powers shall be exercised by or under the authority of and the affairs of the Corporation shall be managed under the direction of the Board of Directors.

Number: The numbers of Directors shall be determined from time to time in accordance with the by-laws that are adopted, but shall never be less than three (3) Directors, and in the absence of any such determination shall be three (3) Directors.

Appointment / Removal: Directors of the Corporation shall be appointed / removed based on the needs of Board of Directors and/or executives of the organization. The manner of appointment/removal of directors will be determined by the by-laws.

Article VI - MEMBERS

The initial directors of the corporation until successors have been elected are as follows:

Title: DIRECTOR
SANDRA POMARES
PO BOX 190703
Fort Lauderdale, FL 33319

Title: DIRECTOR
AL POMARES
PO BOX 190703
Fort Lauderdale, FL 33319

Title: DIRECTOR
MAGDA BUCHANAN
PO BOX 190703
Fort Lauderdale, FL 33319

Article VII - BY-LAWS

The by-laws of this corporation are to be adopted by a majority vote of the directors. Said by-laws may not be altered, amended or rescinded except as in the manner provided therein.

Article VIII – INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, Employee or Agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, Employee or Agent of another corporation, partnership, joint venture, trust or other enterprise to the fullest extent permitted by law.

Article IX - DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501c3 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 X – REGISTERED AGENT AND ADDRESS

The name and street address of the Registered Agent is:

SANDRA POMARES
233 N. FEDERAL HWY.
STE. 43
DANIA BCH, FL 33004

I certify that I am familiar with and accept the responsibilities of Registered Agent.

Registered Agent Signature: _____

Article XI – INCORPORATOR AND ADDRESS

The name and address of the incorporator is:

SANDRA POMARES
PO BOX 190703
Fort Lauderdale, FL 33319

Incorporator's Signature: _____

Effective Date of Incorporation: 8-1-2011.

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