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Division of Corporations

## Florida Department of State

Division of Corporations  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

Loving Soles, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
LOVING SOLES, INC.**

**A Florida Not for Profit Corporation**

**ARTICLE I**

**NAME OF CORPORATION**

The name of the Corporation is Loving Soles, Inc.

**ARTICLE II**

**ADDRESS**

The principal office of the Corporation is located at 8288 Dundee Terrace, Miami Lakes, FL 33016. The mailing address of the Corporation is the same.

**ARTICLE III**

**REGISTERED AGENT**

The name of the registered agent of the corporation is PBYA Corporate Services, LLC. The address of this registered agent is 200 South Andrews Avenue, Suite 600, Ft. Lauderdale, FL 33301.

**ARTICLE IV**

**PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable purposes.

The term charitable shall have the same meaning herein as it has in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future federal internal revenue laws then in effect (the "Internal Revenue Code"). Without limiting the generality of the foregoing, the purposes of this Corporation shall include the following:

(a) To collect, purchase and distribute new and [gently used] shoes for distribution to individuals who are the victims of abject poverty;

(b) To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated

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exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation; and,

(c) 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, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies;

provided, however, that notwithstanding the foregoing particular purposes found in this Article, this Corporation shall not engage in any activity that may not be engaged in by a Corporation that is exempt under Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE V

##### DURATION/MEMBERSHIP

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

#### ARTICLE VI

##### BOARD OF DIRECTORS

1. The number of directors constituting the initial Board of Directors is four (4) and the names and addresses of the persons who are to serve as directors until the first meeting of the Corporation or until their successors are elected and qualified are:

Ileana McGoohan  
8288 Dundee Terrace  
Miami Lakes, FL 33016

John McGoohan  
8288 Dundee Terrace  
Miami Lakes, FL 33016

Daryl Gershbein, DPM  
3370 NE 190 Street, Apt. 3108  
Aventura, FL 33180

Antonio Garcia  
3638 SW 162 Avenue  
Miramar, FL 33027

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2. The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

#### ARTICLE VII

#### INCORPORATORS

The name and address of the incorporator is: Edward T. Yevoli, Esq., 200 South Andrews Avenue, Suite 600, Ft. Lauderdale, FL 33301.

#### ARTICLE VIII

#### 501(c)(3) LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article Eight hereof.

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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE IX

#### DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed 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.

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**ARTICLE X****PRIVATE FOUNDATION PROVISIONS**

In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE XI****INDEMNIFICATION**

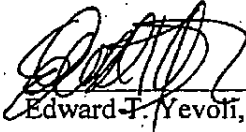
Any person (and the heirs, executors and administrators of such person) threatened to be made a party to any action, suit or proceeding by reason of the fact that such person is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the 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 gross negligence or intentional 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.

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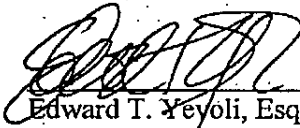
These Articles of Incorporation are hereby executed by the incorporator on this 10<sup>th</sup> day of January, 2012.

  
Edward T. Yevoli, Incorporator

**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Loving Soles, Inc., a Florida not for profit corporation.

PBYA Corporate Services, LLC

  
Edward T. Yevoli, Esq., Vice President

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