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**FLORIDA PROFIT/NON PROFIT CORPORATION  
CATCHING A DREAM FOUNDATION, INC.**

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**Articles of Incorporation****ARTICLES OF INCORPORATION  
OF****CATCHING A DREAM FOUNDATION, INC.  
*A Nonprofit corporation***

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-For-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of Incorporation:

**Article****1.****Name**

The name of the corporation is as follows: **CATCHING A DREAM FOUNDATION, INC.**

**Article****2.****Address**

The address of the principal office and the mailing address of the corporation is: 7700 *S.W. 88 St.*, Suite 509, Miami, FL 33156.

**Article****3.****Initial Registered Office and Agent**

The street address of the initial registered office of the corporation is: Kramer & Rassner, P.A., 7700 SW 88 Street, Suite 509, Miami, Miami-Dade County, FL 33156. The name of its initial registered agent at that address is: Wayne H. Rassner.

**Article****4.****No Members**

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

**Article****5.****Not For Profit**

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

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Article  
6.  
Duration

The duration (term) of the corporation is perpetual.

Article  
7.  
Purposes

The organization is organized exclusively for charitable, religious, educational and/or scientific purposes under Internal Revenue Code Section 501(c)(3) or corresponding section of any future federal tax code.

Article  
8.  
Powers

Solely for the above purposes, the corporation shall have the following powers:

A. Anything in these articles of Incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under 26 U.S.C.A. § 501(c)(3), including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the board of directors which shall at the time qualify as a tax-exempt organization under 26 U.S.C.A. § 501(c)(3), or as that statute may be amended.

B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-For-Profit Corporation Act, and any successor or amendment to the Florida Not-For-Profit Corporation Act.

D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

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Article  
9.  
Limitation

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but 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 7 (Purposes) of these Articles.

Article  
10.  
Tax Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Article  
12.  
Dissolution

Upon 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.

Article  
13.  
Board of Directors

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

The initial board of directors are as follows:

RICHARD VASCONCELLOS	255 NE 2 <sup>ND</sup> Drive Homestead, FL 33030
MIKE FARMER	301 Commerce St., #2800 Fort Worth, TX 76102
WAYNE RASSNER	7700 SW 88 ST., SUITE 509 MIAMI, FL 33156
MIKE BROWN	8617 Villanova Drive Cape Canaveral, FL 32920

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**ARTICLE****14.****Officers**

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

**Article****15.****Officers**

The name and street address of each incorporator is as follows:

KATHRYN ROBINSON - President	8925 SW 162 Terrace
Secretary, Treasurer	Miami, FL 33157
LAURENT ROBINSON - Vice-President	8925 SW 162 Terrace
	Miami, FL 33157

**Article****16.****Bylaws**

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

**Article****17.****Amendment**

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

**Article****18.****Indemnification and Civil Liability Immunity**

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

**Article****19.****Commencement of Corporate Existence**

The date when corporate existence shall commence is April 15 2012

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In, witness, the undersigned incorporator has signed these articles of incorporation on the 7 day of April 2012.

  
KATHRYN ROBINSON

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Fla. Stat. § 617.0501, the undersigned corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation: CATCHING A DREAM FOUNDATION, INC.

2. Name and address of the registered agent and office:

WAYNE H. RASSNER  
KRAMER & RASSNER, P.A.  
7700 SW 88 Street, Suite 509  
Miami, Florida, 33156

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Dated: 4-13-2012

  
WAYNE H. RASSNER

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