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COVER LETTER

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

SUBJECT: ABC4KIDS FOUNDATION, INC.

(PROPOSED CORPORATE NAME – <u>MUST INCLUDE SUFFIX</u>)

| nclosed is an original and one (1) copy of the Afficies of Incorporation and a check for: | | | | |
|-------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------|-----------------------------------------------------------|--|
| \$70.00 Filing Fee | \$78.75 Filing Fee & Certificate of Status | \$78.75 Filing Fee & Certified Copy | \$87.50 Filing Fee, Certified Copy & Certificate | |
| | | ADDITIONAL COPY REQUIRED | | |

FROM: MIGUEL CASANOVA
Name (Printed or typed)

9209 SW 213 LN
Address

CUTLER BAY, FL. 33189
City, State & Zip

305-206-4080
Daytime Telephone number

mcasanova@abc4kidsfoundation.org

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be: ABC4Kids Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal Street Address 9209 SW 213 LN

Cutler Bay, Florida. 33189

ARTICLE III PURPOSE

The organization is organized and shall operate for the purposes of inspiring people to make a difference in the lives of children living in poverty around the world by supporting humanitarian relief, educational support, and needed assistance.

The Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Prohibitions:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article. No substantial part of the activities of the Corporation shall be 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, 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 III DISSOLUTION OF ORGANIZATION

For appropriate dissolution if necessary the Corporation must follow Florida Law.

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under 501 (c) (3) of the Internal Revenue Code to be used exclusively for charitable, educational, religious or scientific purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court

of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE IV INDEMNIFICATION

The Organization shall indemnify any Director or officer of the Organization and who was or is a party or is threatened to be made a party to any proceeding (which shall include for the purposes of this Article any threatened, pending, or completed action, or other proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation)) by reason of the fact that such person was or is an authorized representative of the Organization against expenses (which shall include for purposes of this Article attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Organization and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful.

ARTICLE V MANNER OF ELECTION

The Board of Directors shall consist of the number of members as is specified in and shall be elected as provided in, the Bylaws.

ARTICLE VI INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Miguel Casanova, Executive Director

Address: 9209 SW 213 Ln. Cutler Bay, Florida 33189

Name and Title: Yaro Solorzano, Chairman of the Board

Address: Canal 2 de TV.Casa 1. Managua, Nicaragua.

Name and Title: Yenny Llanos, Board Member

Address: Urb Terr. Del Ingenio #94. Guatire, Venezuela.

Name and Title: Marre Solorzano, Board Member

Address: Canal 2 de TV.Casa 1. Managua, Nicaragua.

Name and Title: Omaira Velazquez, Board Member

Address: Urb Terr. Del Ingenio #94. Guatire, Venezuela.

ARTICLE VII REGISTERED AGENT

Name and Title: Miquel Casanova Address: 9209 SW 213 Ln.

Cutler Bay, Florida 33189

ARTICLE VIII INCORPORATOR

Name:

Margaret Block

Address:

2520 Coral Way #2144

Miami, FL 33145

Having been named as registered agent to accept service of process for the above stated corporation at the place designed in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Required Signature of

Registered Agent

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Required Signature of Incorporator

Date

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