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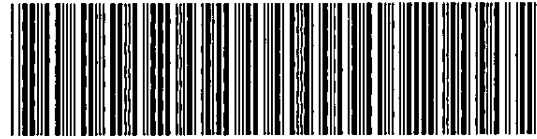
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## HALL & EDWARDS, PA

Professional Tax & Accounting Services

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3791 A1A South, Suite B, St. Augustine, FL 32080

Fax: 904-471-3700

[www.halledwardspa.com](http://www.halledwardspa.com)

Charles E. Hall, PhD, CTP, ABA, ATP  
Former IRS Revenue Officer  
[Charles@halledwardspa.com](mailto:Charles@halledwardspa.com)

Andrea L. Edwards, EA, CTP  
Tax Manager  
[Andrea@halledwardspa.com](mailto:Andrea@halledwardspa.com)

August 28, 2012

Secretary of State  
Division of Corporations  
Post office Box 6327  
Tallahassee, Florida 32314

Re: PALENCIA PIRANHAS USA, INC.

Dear Sir or Madam:


Please find enclosed herewith an original and one copy of the Articles of Incorporation of the above-named corporation. Please file these Articles at your earliest date and furnish me with an acknowledgement of its filings via a certified copy and Certificate of Status to be mailed to our offices.

Enclosed is our trust fund check payable to the Secretary of State – Division of Corporations in the amount of \$ 87.50 which is in payment of the charges for your filing fee, designation of registered agent, certified copy and certificate of status.

Should you have any questions regarding this document, please feel free to contact me at any time.

Thanking you in advance for your courtesy and prompt recording, I remain,

Sincerely,



Charles E. Hall, PhD, CTP, ABA, ATP  
Certified in Advanced Estate Planning

**ARTICLES OF INCORPORATION  
OF  
PALENCIA PIRANHAS USA, INC.**

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

RECORDED  
12 SEP -4 AM 11:59  
TALLAHASSEE, FLORIDA

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Florida Non-Profit Corporation Law of the State of Florida, do hereby certify, make, acknowledge and file in the Office of the Secretary of State of Florida the following Articles of Incorporation.

**ARTICLE I NAME AND ADDRESS:**

The name of the corporation is **PALENCIA PIRANHAS USA, INC.** and its address is 150 Southpark Blvd, Saint Augustine, Florida 32086.

**ARTICLE II DURATION:**

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

**ARTICLE III PURPOSE:**

The corporation is organized 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(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected and appointed shall be by vote of the initial board of trustees for the initial appointment of directors. Thereafter new appointments for directors will be voted on by the existing board of directors.

## **ARTICLE V INITIAL OFFICERS AND DIRECTORS**

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Karen Haseltine – President, Chief Executive Officer  
Chairwoman of the Board of Directors  
146 Marshall Creek Drive, Saint Augustine, Florida 32095

Jaqueline M. Paredes – Vice-President, Chief Operating Officer  
Director  
292 Calypso Court, Ponte Vedra Beach, Florida 32082

Stephanie Kinsey – Secretary, Director  
159 Palencia Village Drive Suite 107-109, Saint Augustine, Florida 32095

Erica L. Willis - Treasurer, Director  
957 Windward Way, Saint Augustine, Florida 32080

## **ARTICLE VI DISTRIBUTION OF NET EARNINGS**

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 III hereof. No substantial part of the activities of the corporation shall be in 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 VII DISSOLUTION OF THE CORPORATION**

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, 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.

## **ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT:**

The street address of the initial registered office of the Corporation is 3791 A1A South, Suite B, Saint Augustine, Florida 32080, and the name of its initial registered agent at that address is Hall & Edwards, PA.

## **ARTICLE IX INCORPORATOR**

The name and address of the Incorporator is as follows:

Karen Haseltine  
146 Marshall Creek Drive  
Saint Augustine, Florida 32095

## **ARTICLE X BY-LAW AMENDMENT**

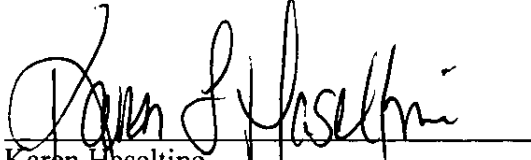
The Corporation reserves the power to adopt, alter, amend, or appeal the By-Laws of the Corporation. This right shall be vested in the Board of Directors and the Trustees.

## **ARTICLE XI AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Directors of this Corporation.

12 SEP -6 PM 11:59  
ALLA HOSSEINI  
SANTA ANTONIO, TEXAS

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 28th day of August, 2012. Furthermore, 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.

  
Karen Haseltine

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STATE  
TALLAHASSEE, FLORIDA


**STATE OF FLORIDA**

**SS:**

**COUNTY OF ST JOHNS**

Before me, the undersigned authority, personally appeared Karen Haseltine to me known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed such instrument.

**WITNESS** my hand and seal this the 28th day of August, 2012.

  
Notary Public in and for the  
State of Florida, at Large

**ERICA L. WILLIS**  
Notary Public, State of Florida  
My Comm. Expires June 21, 2018  
No. EE 210218

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provision of Section 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designation of the Registered Office and Registered Agent in the State of Florida.

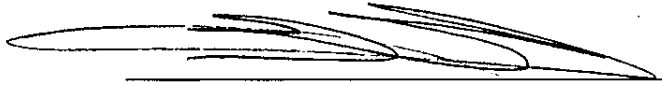
1. The name of the Corporation is:

**PALENCIA PIRANHAS USA, INC.**

2. The name and address of the Registered Agent and Office is:

**Hall & Edwards, PA  
3791 A1A South, Suite B  
Saint Augustine, Florida 32080**

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, the individual herein identified hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The individual further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and will accept the obligations of its position as Registered Agent.



Charles E. Hall – President  
Hall & Edwards, PA  
Registered Agent

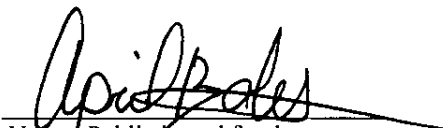
**STATE OF FLORIDA**

**SS:**

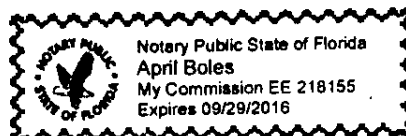
**COUNTY OF ST JOHNS**

Before me, the undersigned authority, personally appeared Charles E. Hall, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

**WITNESS** my hand and seal this the 28th day of August, 2012.



Notary Public in and for the  
State of Florida, at Large



12 SEP -4 AM 11:59  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA