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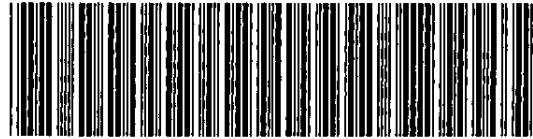
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 NOV -7 AM 11:22

Ps 11/8/12

Jenna Taino
10216 Meadow Pointe Drive
Jacksonville, FL 32221

Date: 10/31/2012

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

Re: creation of Project Oasis, Inc.

Dear Sir/Madam

Enclosed are the Articles of Incorporation for Project Oasis, Inc. Please accept this document as a filing required for the creation of a limited liability company pursuant to Chapter 617.0203, Florida Statutes. Also enclosed is a check in the amount of \$78.75 for the purpose of paying the required fee.

Contact me if you need additional information or assistance.

Sincerely,



Jenna Taino

12 NOV -7 AM 11:22

ARTICLES OF INCORPORATION
of
Project Oasis, Inc.
A Florida "Not for Profit" Corporation

PREAMBLE

Article I: NAME

The name of the corporation shall be: Project Oasis, Inc.

Article II: DURATION & MEMBERSHIP

The duration of the Corporation shall be perpetual. The qualification for members, if any, and the manner of their admission shall be governed by the Bylaws of the Corporation.

Article III: PRINCIPAL OFFICE & MAILING ADDRESS

The principal office and mailing address is: 10216 Meadow Pointe Drive, Jacksonville, FL 32221.

Article IV: PURPOSE

The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended, and will consist of the following:

1. To aid, support, and assist by gifts, contributions, or otherwise, the needs of villages in the Philippines, 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.
2. 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 along 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.
3. All of the foregoing purposes shall be exercised exclusively for charitable, scientific and educational purposes in such a manner that the Corporation will qualify as an exempt organization under § 501(c)(3) of the Internal Revenue Code, as may be amended.

Article V: 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and State income tax under §501(c)(3) of the Internal Revenue Code, as may be amended.
2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable, scientific, and educational purposes.
3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits, or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable, scientific and educational purposes no part of which shall inure to the benefit of any individual.
4. **LOBBYING & POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
5. **DISSOLUTION:** Upon 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 or educational 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.
6. **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 VI: ELECTION OF CORPORATE DIRECTORS

The directors of the Corporation shall be elected in accordance with procedures and qualifications specified in the Bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

Article VII: POWERS

The powers of the Corporation shall be provided in the Bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended:

- 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.
- 2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
- 3. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may amended.
- 4. In no event shall the Corporation have the power to 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, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.
- 5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992- 2C.B.411-12, as may be amended, superseded or modified. The Bylaws of the Corporation shall adopt these provisions accordingly.

Article VIII: INCORPORATORS

The name and address of the incorporator are Jenna Taino at the address of 10216 Meadow Pointe Drive, Jacksonville, FL 32221.

Article IX: REGISTERED AGENT & OFFICE

The registered agent and registered office of the Corporation are Jenna Taino at the address of 10216 Meadow Pointe Drive, Jacksonville, FL 32221.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 31ST day of OCTOBER, 2012.

Jenna Taino
Jenna Taino

Acceptance By Registered Agent

I hereby accept by appointment as registered agent for Project Oasis, Inc., a Florida Not for Profit Corporation.

Jenna Taino
Jenna Taino

Date: 10/31/2012