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FAX

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
 Fax Number : (850) 617-6381

From:

Account Name : PERLMAN, YEVOLI & ALBRIGHT, P.L.
 Account Number : I20040000167
 Phone : (305) 377-0809
 Fax Number : (305) 377-0781

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: Kimberly @ pbyalaw.com

FLORIDA PROFIT/NON PROFIT CORPORATION
Conscious Kindness Inc.

Certificate of Status	1
Certified Copy	0
Page Count	6
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RECEIVED

14 MAR 10 AM 7:02

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 TALLAHASSEE, FLORIDA

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March 5, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PERLMAN, YEVOLI & ALBRICHT, P.L.

SUBJECT: CONSCIOUS KINDESS INC.
REF: W14000014272

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved business entity. The name of a voluntarily dissolved business entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved business entity provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

The document number of the name conflict is P13000051786 (CONSCIOUS KINDNESS INC.).

If you have any further questions concerning your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

FAX Aud. #: H14000049349
Letter Number: 414A00004819

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P.O BOX 6327 - Tallahassee, Florida 32314

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March 7, 2014

Florida Department of State
Attention: Claretha Golden
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Conscious Kindness Inc. Ref: W14000014272

Dear Ms. Golden:

My name is Joaquin Ortiz and I am President of Conscious Kindness Inc. (Document number P13000051786) which filed a voluntary dissolution on February 19, 2014. On behalf of that company, I hereby represent and affirm to you that we are not planning on revoking the dissolution of Conscious Kindness Inc. We hereby release the name to the new corporation, whose Articles of Incorporation are attached to this letter.

By way of explanation, I desire for my company to be a non-profit, but originally I filed for-profit Articles of Incorporation. For this reason I dissolved the for-profit company and now wish to form a non-profit under the same name.

Also enclosed with this letter is the initial rejection letter which I received from the Division of Corporations.

If you have any questions regarding these matters, please contact my attorney, Selena Samale at 954-566-7117.

Thank you for your assistance with these matters.

Sincerely,

CONSCIOUS KINDNESS INC.

By: 
Joaquin Ortiz, President

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**ARTICLES OF INCORPORATION
OF
CONSCIOUS KINDNESS INC.
A NON-PROFIT CORPORATION**

The undersigned incorporator of CONSCIOUS KINDNESS INC., a Florida non-profit corporation (the "Corporation"), is a citizen of the United States and hereby adopts the following Articles of Incorporation and certifies as follows:

ARTICLE I

Name

The name of the Corporation is Conscious Kindness Inc.

ARTICLE II

Duration

The period of the corporation's duration is perpetual.

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 corresponding section of any future federal tax code.

Without limiting the generality of the foregoing, the purposes of this Corporation shall include the following:

- (a) Provide food and clothing to families living in poverty;
- (b) Provide clothing and school supplies for children living in foster care;
- (c) Give grants to other 501(c)(3) organizations that promote children's education;
and
- (d) Give grants to programs that raise awareness for causes such as breast cancer, hearing and vision impairment, animal rights, environment, and education.

provided, however, that notwithstanding the foregoing particular purposes found in this Article III, 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.

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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 herein.

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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IV**Powers**

The corporation has the power to engage in any lawful activity under the corporation code of the State of Florida, including opening and operating a bank account.

ARTICLE V**Initial Registered Agent**

5.01 The name of the initial registered agent is:

Joaquin Ortiz

5.02 The street address of the registered agent is:

9199 SW 97th Avenue, Miami, Florida 33176

ARTICLE VI**Statement of Acceptance by Registered Agent**

I, Joaquin Ortiz, hereby acknowledge that I am familiar with and accept the responsibilities of Registered Agent.

Joaquin Ortiz

ARTICLE VII**Principal Office and Mailing Address**

The Corporation's principal office is located in the City of Miami, County of Miami-Dade, State of Florida in the United States.

7.01 The complete street address of the initial designated principal office is:

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9199 SW 97th Avenue, Miami, Florida 33176

7.02 The complete mailing address is:

9199 SW 97th Avenue, Miami, Florida 33176

ARTICLE VIII
Directors

The corporation shall have at least three (3) directors. The corporations' initial Board of Directors shall be comprised of the following persons:

Name	Address
Joaquin Ortiz	9199 SW 97 th Avenue, Miami, Florida 33176
Ernesto Ortiz	9199 SW 97 th Avenue, Miami, Florida 33176
Oliver Gans	4914 Holly Street, Kansas City, Missouri 64112

Directors shall be elected as set forth in the corporation's bylaws.

ARTICLE IX
Bylaws

The incorporator shall adopt the initial bylaws of the corporation. The stockholders may amend the bylaws at anytime by the provisions therein.

ARTICLE X
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.

ARTICLE XI
Indemnification

The corporation does indemnify any directors, officers, employees, incorporators, and shareholders of the corporation from any liability regarding the corporation and the business of the corporation, unless the person fraudulently and intentionally violated the law and/or

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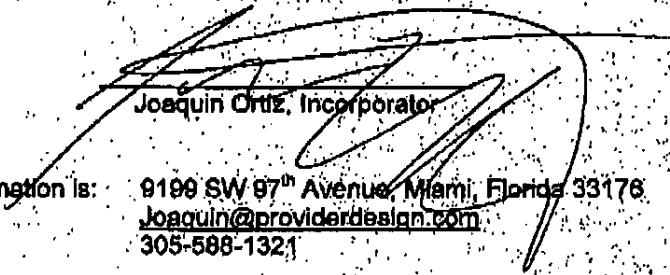
maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable state corporate statute.

ARTICLE XII
Restrictions

- 12.01** 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.
- 12.02** 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.
- 12.03** 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.
- 12.04** 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.
- 12.05** 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 XII
Incorporator

I, Joaquin Ortiz, residing at 9199 SW 97th Avenue, Miami, Florida 33176, execute these Amended and Restated Articles of Incorporation effective as of this 19 day of February, 2014.



Joaquin Ortiz, Incorporator

Correspondence Information is: 9199 SW 97th Avenue, Miami, Florida 33176
Joaquin@providerdesign.com
305-588-1321

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