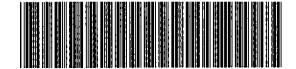
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| PICK-UP WAIT MAIL                       |
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SECRETARY OF STATE

APRILED

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#### TRANSMITTAL LETTER

#### FROM:

Name of corporation: SOLUTION CHARITIES, INC.

Street address of the corporation C/o 111 NW 183 Street, Suite 108

City: Miami State: Florida Zip: 33169

#### **DEAR CORPORATIONS DIVISION:**

Please find enclosed:

- 1. An original Articles of Incorporation and one copy for the above named corporation.
- 2. A check or money order in the amount of \$70.00 for filling fees and certificate of status.

A CERTIFIED COPY is \_\_\_\_\_ is not \_\_\_\_\_ requested.

If a certified copy is requested, the additional fee in the amount of \$0 is enclosed.

Please send responses or receipts concerning this filing to the above address.

Thank you very much.

Andrew Oghinan Incorporator

(305) 249-5056 Telephone Number

### CERTIFICATE OF INCORPORATION OF

#### SOLUTION CHARITIES, INC.

#### A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED

14 APR 14 PN 1: 14

SEGRETARY DESTATE

SHALLANASSEE, FLORIDA

The undersigned, acting as the incorporator of a not-for-profit corporation under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

#### **ARTICLE 1: NAME**

The name of the Corporation shall be: **SOLUTION CHARITIES, INC.**, hereinafter referred to as the "Corporation".

#### ARTICLE 2: PRINCIPAL OFFICE AND MAILING ADDRESS

The initial address of the principal office of the Corporation and the mailing address is C/o 111 NW 183 Street, Suite 108, Miami Gardens, Florida 33169

#### **ARTICLE 3: DURATION**

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

#### **ARTICLE 4: PURPOSES**

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. Not-withstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or (2) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE 5: RESTRICTION ON ACTIVITIES**

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation 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.

#### ARTICLE 6 REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 111 NW 183 Street, Suite 108, Miami Gardens, Florida 33169 and Andrew Oghinan, is the registered agent of the Corporation at that address.

#### ARTICLE 7: BOARD OF DIRECTORS

The initial Board of Directors shall consist of four (4) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws.

The following persons are to serve on the initial Board of Directors:

- Andrew Oghinan, Chairman, Director
- Ola Olaigbe, Secretary, Director
- Henry Aghina, Director
- Tony Chinye, Treasurer, Director

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#### **ARTICLE 8: OFFICERS**

The officers of the Corporation shall be a President, Secretary, Treasurer, and such other officers as may be provided by the bylaws or deemed necessary by the Board of Directors.

#### **ARTICLE 9: AMENDMENTS**

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

#### ARTICLE 10: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt under Section 501(c) (3) of the internal Revenue Code.

#### **ARTICLE 11: REGISTERED AGENT**

The name and Florida street address of the registered agent is:

Name: ANDREW OGHINAN

Address: 111 NW 183 Street, Suite 108, Miami Gardens, Florida 33169

#### **ARTICLE 12: INCORPORATION**

The incorporator of the Corporation is as follows:

Andrew Oghinan

111 NW 183 Street, Ste. 108

Miami, FL 33169

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

Andrew Oghinan (Registered Agent)

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.

Andrew Oghinan (Incorporator)

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