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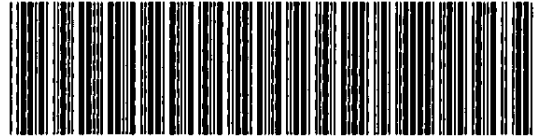
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COVER LETTER

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

SUBJECT: **CLEAR FOCUS CORPORATION**

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles 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: **Donald A. Golden, Esq.**
Name (Printed or typed)

11755 S.W. 62nd Avenue
Address

Miami, FL 33156
City, State & Zip

(305) 667-2844
Daytime Telephone number

goldmiami@gmail.com
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 22, 2014

DONALD A. GOLDEN, ESQ.
11755 S.W. 62ND AVENUE
MIAMI, FL 33156

SUBJECT: CLEAR FOCUS CORPORATION
Ref. Number: W14000025525

We have received your document for CLEAR FOCUS CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Maryanne Dickey
Regulatory Specialist II
New Filing Section

Letter Number: 314A00008593

ARTICLES OF INCORPORATION
FOR
CLEAR FOCUS GROUP, INC.

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE 1
NAME

The name of the corporation shall be CLEAR FOCUS GROUP, INC. For convenience, the corporation shall be referred to in this Instrument as the "Corporation," these Articles of Incorporation as the "Articles," and the By-Laws of the Corporation as the "By-Laws."

ARTICLE 2
OFFICE

The principal office and mailing address of the Corporation shall be at 8550 West Flagler Street, Suite 118, Miami, Florida 33144, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Corporation shall be kept at its principal office or at such other place as may be permitted by the Act.

ARTICLE 3
PURPOSE

The purpose for which the Corporation is organized is 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 4
DISTRIBUTIONS

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 3 hereof. No

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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, 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 5
DISTRIBUTION UPON LIQUIDATION

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 6
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 7
INCORPORATOR

The name and address of the Incorporator of this Corporation is:

NAME

ADDRESS

Donald A. Golden, Esq.

11755 S.W. 62nd Avenue, Miami, FL 33156

ARTICLE 8
OFFICERS

The affairs of the Corporation shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Corporation at Its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Huston Ochoa

Vice President: Leonidas E. Almeyda

Secretary/Treasurer: Leonidas E. Almeyda

ARTICLE 9
DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Corporation shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors.

9.2 Duties and Powers. All of the duties and powers of the Corporation existing under Chapter 617, *Florida Statutes*, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, Its agents, contractors or employees.

9.3 Election: Removal. Directors of the Corporation shall be elected in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

9.4 Term of Developer's Directors. The first Board of Directors and their replacements shall hold office for the periods described in the By-Laws.

9.5 First Directors. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected

and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Huston Ochoa	7114 S.W. 114 th Place, Unit A Miami, FL 33173
Giovanni Hernandez	15340 S.W. 57 th Street Miami, FL 33293
Fia Navarrete	2210 Cooper Street Punta Gorda, FL 33950
Leonidas E. Almeyda	7114 S.W. 114 Place, Unit A Miami, FL 33173

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TALLAHASSEE, FLORIDA

9.6 Standards. A Director shall discharge his duties as a director, Including, any duties as a member of a Committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Corporation. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his duties, may rely on information, opinions, reports or statements, Including financial statements and other data, if prepared or presented by: one or more officers or employees of the Corporation whom the Director reasonably believes to be reasonable and competent in the manners presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence; or a Committee of which the Director is not a member If the Director reasonably believes the Committee merits confidence. A Director is not liable for any action taken as a director, or any failure to take action, if he performed the duties of his office in compliance with the foregoing standards.

ARTICLE 10 INDEMNIFICATIONS

10.1 Indemnities. The Corporation shall Indemnify any person who was or is a party to any proceeding (other than an action by, or In the right of, the Corporation) by reason of the fact that he is or was a director, officer, employee or agent (each, an 'Indemnity") of the Corporation, against liability incurred In connection with such proceeding, Including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or

proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere*, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

10.2 Indemnification. The Corporation shall Indemnify any person, who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment In Its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred In connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best Interests of the Corporation, except that no indemnification shall be made under this subsection in respect of any claim, Issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to Indemnity for such expenses which such court shall deem proper.

10.3 Indemnification for Expenses. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in subsection 10.1 or 10.2 or in defense of any claim, Issue, or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

10.4 Determination of Applicability. Any Indemnification under subsection 10.1 or subsection 10.2, unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that Indemnification of the director, officer, employee, or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in subsection 10.1 or subsection 10.2. Such determination shall be made:

- a) By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding;

- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a Committee duly designated by the Board of Directors (in which directors who are parties may participate) consisting solely of two or more Directors not of the time parties to the proceeding;
- (c) By independent legal counsel:
 - 1. selected by the Board of Directors prescribed in paragraph 10.4(a) or the committee prescribed in paragraph 10.4(b); or
 - 2. If a quorum of the Directors cannot be obtained for paragraph 10.4(a) and the Committee cannot be designated under paragraph 10.4(b), selected by majority vote of the full Board of Directors (in which Directors who are parties may participate).

10.5 Determination Regarding Expenses. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by paragraph 10.4(c) shall evaluate the reasonableness of expenses and may authorize indemnification.

10.6 Advancing Expenses. Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation pursuant to this section. Expenses Incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

10.7 Exclusivity: Exclusions. The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and the Corporation may make any other or further Indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. However, Indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes

that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

- (a) A violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (b) A transaction from which the director, officer, employee, or agent derived an improper personal benefit; or
- (c) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor.

10.8 Continuing Effect. Indemnification and advancement of expenses as provided in this section shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

10.9 Application to Court. Notwithstanding the failure of a Corporation to provide indemnification, and despite any contrary determination of the Board in the specific case, a director, officer, employee, or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if it determines that:

- (a) The director, officer, employee, or agent is entitled to mandatory indemnification under subsection 10.3, in which case the court shall also order the Corporation to pay the director reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses;
- (b) The director, officer, employee, or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the exercise by the Corporation of its power pursuant to subsection

10.7; or

- (c) The director, officer, employee, or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in subsection 10.1, subsection 10.2, or subsection 10.7. unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act In good faith or acted in a manner he reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or Its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

10.10 Definitions. For purposes of this Article 10, the term "expenses" shall be deemed to Include attorneys' fees, including those for any appeals; the term "liability" shall be deemed to include obligations to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal; and the term "agent" shall be deemed to include a volunteer; the term "serving at the request of the Corporation" shall be deemed to include any service as a director, officer, employee or agent of the Corporation that imposes duties on such persons.

10.11 Amendment. Anything to the contrary herein notwithstanding, no amendment to the provisions of this Article 10 shall be applicable as to any party eligible for indemnification hereunder who has not given his prior written consent to such amendment.

ARTICLE 11
BY-LAWS

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws.

ARTICLE 12
AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

- 12.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, *Florida Statutes*. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- 12.2 Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 617, *Florida Statutes*.
- 12.3 Limitation. No amendment shall be made that is in conflict with the By-Laws. No amendment to this paragraph 12.3 shall be effective.
- 12.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law.

ARTICLE 13
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered agent shall be Donald A. Golden, Esquire whose address is 11755 S.W. 62nd Avenue, Pinecrest, Florida 33156.

IN WITNESS WHEREOF, as the Incorporator I have affixed my signature the day and year set forth below and I submit 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 provide for in s.817.155, F.S.



Donald A. Golden, Incorporator

DATED this 10th day of April, 2014.

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TALLAHASSEE, FLORIDA

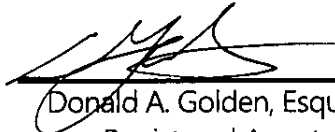
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with Its principal office, as Indicated in the foregoing Articles of Incorporation, In the County of Miami-Dade, State of Florida, the Corporation named in the said Articles has named Donald A. Golden, Esquire, located at 11755 S.W. 62nd Avenue, Pinecrest, Florida 33156, as its statutory registered agent.

Having been named as registered agent to accept service of process for said 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.



Donald A. Golden, Esquire,
Registered Agent

DATED this 10th day of APRIL, 2014.