

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

In Your Shoes, Inc.

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|-----------------------|---------|
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September 4, 2014

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Division of Corporations

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Carol Mustain
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**ARTICLES OF INCORPORATION
OF
IN YOUR SHOES, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the Corporation is: IN YOUR SHOES, INC. The principal office and mailing address of the corporation is: c/o Grace Escalona, 312 Minorca Avenue, Coral Gables, Florida 33143.

**ARTICLE 2
NOT FOR PROFIT**

(A) The Corporation is a non-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. The Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 United States Internal Revenue law.

(B) Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining 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 3
DURATION**

The duration (term) of the Corporation is perpetual.

ARTICLE 4 PURPOSES

The Corporation is exclusively organized, and shall be operated exclusively for the following charitable purposes:

- A. Collecting and sending used athletic shoes and other related sports equipment to the less fortunate in foreign countries; and
- B. To provide education to the general public regarding same; and
- C. To do such things as are incidental to the purposes of the Corporation or necessary or desirable to accomplish them; and
- D. 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, 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 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

**ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 312 Minorca Avenue, Coral Gables, Florida 33143 and the name of its Registered Agent at that address is Grace Escalona.

**ARTICLE 7
INITIAL BOARD OF TRUSTEES**

The management of the Corporation shall be vested in the Board of Trustees. The number of Trustees constituting the initial Board of Trustees is four. In accordance with Fla. Stat. § 617.0802, one of the Trustees may be 15 years of age or older. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Member(s) shall elect the Trustees annually. The name and address of each initial Trustee of the Corporation is as follows:

| Name | Address |
|-----------------------------|--|
| Grace Escalona, Esq. | 850 Lugo Ave, Coral Gables, Florida 33156 |
| Andrea Zumpano (16 yrs old) | 850 Lugo Ave, Coral Gables, Florida 33156 |
| Grace Vives | 8390 SW 72 nd Ave., #309, Miami, Fl 33143 |
| David J. Winker, Esq. | 2222 SW 17 th St, Miami, FL 33145 |

**ARTICLE 8
OFFICERS**

The Officers of the Corporation shall consist of a President, Secretary, and Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees). The name and address of each initial Officer of the Corporation is as follows:

| Name | Address | Title |
|----------------|--|-----------|
| Andrea Zumpano | 850 Lugo Ave, Coral Gables, Florida 33156 | President |

| | | |
|----------------------|--|-----------|
| Grace Vives | 8390 SW 72 nd Ave., #309, Miami, Florida 33143 | Treasurer |
| Grace Escalona, Esq. | 850 Lugo Ave, Coral Gables, Florida 33156 | Secretary |

ARTICLE 9 INCORPORATOR

The name and address of the Incorporator is as follows:

| Name | Address |
|----------------------|---|
| Grace Escalona, Esq. | 850 Lugo Ave, Coral Gables, Florida 33156 |

ARTICLE 10 BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE 11 AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE 12 INDEMNIFICATION

The Corporation shall indemnify each Member, Officer and Trustee, including former Members, Officers and Trustees, to the full extent permitted by the laws of the State of Florida.


ARTICLE 13
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of acknowledgement of these Articles of Incorporation.

ARTICLE 14
NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 27th day of August, 2014.

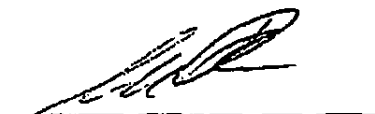


Grace Escalona, Esq.,
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of IN YOUR SHOES, INC. which is contained in the foregoing Articles of Incorporation.

Dated this 27th day of August, 2014.



Grace Escalona, Esq.