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DEPARTMENT OF STATE  
BUREAU OF CONSULAR AFFAIRS

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*h* 03/03/15

EFFECTIVE DATE 03/02/15



March 2, 2015

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 9461069 SO  
Customer Reference 1: 70504/293991  
Customer Reference 2:

Dear Department of State, Florida :

Please obtain the following:

SAINT LAZARE USA, INC. (FL)  
Misc - Domestic Corporate Filing - Certificate of  
Domestication *Articles of Incorporation*  
Florida

SAINT LAZARE USA, INC. (FL)  
Obtain Document - Misc - Certified Copy of Cert. of  
Domestication  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan  
Senior Fulfillment Specialist

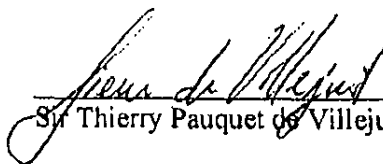
~~Connie.Bryan@waltham.com~~

**NOT FOR PROFIT  
CERTIFICATE OF DOMESTICATION**

The undersigned, Sir Thierry Pauquet de Villejust, President of **Saint Lazare USA, Inc.**, a foreign Corporation in accordance with section 617.1803, *Florida Statutes*, does hereby certify:

1. The date on which corporation was first formed was August 7, 2007.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Wisconsin.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Saint Lazare USA, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is Saint Lazare USA, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Wisconsin.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am President, of Saint Lazare USA, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 2 day of March, 2015

  
Sir Thierry Pauquet de Villejust, President

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**ARTICLES OF INCORPORATION  
OF  
SAINT LAZARE USA, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be: Saint Lazare USA, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is: c/o Saint Lazare Foundation USA, Inc., 4507 Mandell Street, Houston, Texas 77006.

ARTICLE III. PURPOSE(S)

The purpose for which the corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the By Laws.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

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

NRAI Services, Inc.  
1200 South Pine Island Road  
Plantation, Florida 33324

ARTICLE VI. INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation:

Henry H. Raattama, Jr.  
c/o Akerman LLP  
One Southeast Third Avenue, Suite 2500  
Miami, Florida 33131

ARTICLE VII. CHARITABLE ORGANIZATIONS PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

a. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that

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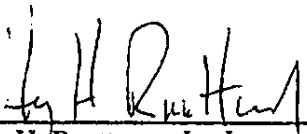
qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

b. 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 the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. 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 this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLES VIII. EFFECTIVE DATE

The Effective Date of the filing of the Corporation shall be March 2, 2015.

  
Henry H. Raattama, Jr., Incorporator

3/2/2015  
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI Services, Inc., Registered Agent

  
Name: Michele Holden  
Title: Asst. Secretary

March 2nd, 2015  
Date

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