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FLORIDA PROFIT/NON PROFIT CORPORATION

Mindful Hearts Foundation, Inc.

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ARTICLES OF INCORPORATION OF
MINDFUL HEARTS FOUNDATION, INC.

A Florida Corporation Not for Profit

The undersigned incorporator hereby files these Articles of Incorporation to form a non-stock, perpetually existing corporation not for profit pursuant to Chapter 617, Florida Statutes, as amended.

ARTICLE I

Name and Address

The name of this corporation shall be Mindful Hearts Foundation, Inc. The initial mailing address of the Corporation shall be 7530 Sunset Drive, Miami, FL 33143.

ARTICLE II

Purposes

1. The corporation is organized on a non-stock basis exclusively for charitable, scientific, literary, religious, and educational purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and hereafter amended (the "Code"), and the corporation shall have such powers as are necessary or proper to accomplish such purposes.

2. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or (c) by a not for profit corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the corporation's members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payment and contributions in furtherance of the purposes set forth in this article.

4. 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 any candidate for public office.

5. The corporation, during any period when it is a "private foundation" under Code Section 509(a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941(a), (2) retain any excess business holdings as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943(a), (3) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944 so as to give rise to any liability for the tax imposed by Code Section 4944, (4) make any taxable expenditures as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945(a), or (5) fail to distribute, for the purposes specified in these articles, for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942(a).

ARTICLE III

Powers

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes and other applicable law.

ARTICLE IV

Limitations on Activities

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes as set forth in Article II hereof), and no member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation; provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise in the manner set forth in Article V hereof.

Section 2. The Corporation shall not, as a substantial part of its activities, carry on propaganda, lobby, or otherwise attempt to influence legislation. The Corporation shall not participate in any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities which may not be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible by the donor under Section 170(c)(2) of the Code.

ARTICLE V

Dissolution

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt organizations described in Code

Sections 501(c)(3) and 170(c)(2) or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusively public purposes.

ARTICLE VI

Incorporator

The name and address of the incorporator of this corporation is:

Blas I. Cueto
Alvarez, Arrieta & Diaz-Silveira LLP
1001 Brickell Bay Drive
Suite 2110
Miami, Florida 33131

ARTICLE VII

Term of Existence

This Corporation shall have perpetual existence.

ARTICLE VIII

Nonstock Corporation

This Corporation shall not have or issue shares of stock. It may have and issue membership certificates that shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not for profit corporation.

ARTICLE IX

Membership

The membership of the Corporation shall be open to all persons regardless of race, color, creed, sex or national origin and shall initially only consist of voting members, which shall include the persons constituting the Board of Directors and such additional persons as they may by majority vote from time to time elect.

The qualifications for Membership, the manner of admission to Membership shall be governed and regulated by the Bylaws of the Corporation. The Bylaws may also provide for additional classes of Members.

ARTICLE X

Board of Directors

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The names of the persons who are to serve as the initial Directors of the Corporation are:

Mindy Becker

Gillian Arrieta

Jennifer Jicha

Anay Abraham de Naranjo

Section 3. The number of Directors of the Corporation shall be not less than three. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.

Section 4. Directors shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE XI

Officers

Section 1. The officers of the Corporation shall include a President, a Vice-President, a Secretary, a Treasurer and other officers as designated in the Bylaws.

Section 2. The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE XII

Registered Office and Agent

Section 1. The street address of the registered office of this Corporation is 7530 Sunset Drive, Miami, FL 33143.

Section 2. The name of the registered agent of this Corporation located at the address of the registered office is Mindy Becker.

ARTICLE XIII

Bylaws

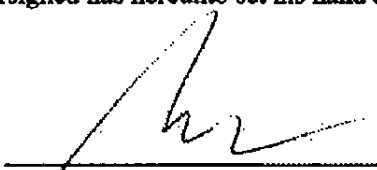
The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested only in the Directors, as more specifically provided in the Bylaws.

ARTICLE XIV

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by the Directors in accordance with the procedure set forth in Chapter 617 of the Florida Statutes, as amended. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), director, or officer of the Corporation or any other person to share in any of the Corporation's assets.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 24 day of March, 2015.

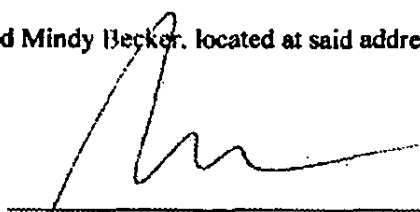


Blas I. Cueto
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**


In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

Mindful Hearts Foundation, Inc., desiring to organize as a corporation not for profit under the laws of the State of Florida, has designated 7530 Sunset Drive, Miami, FL 33143, as its initial Registered Office and has named Mindy Becker, located at said address as its initial Registered Agent.



Blas I. Cueto
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. Furthermore, the undersigned understands the requirements of Section 48.091 and recognizes his duty to comply with such provision.



Mindy Becker
Registered Agent