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**FLORIDA PROFIT/NON PROFIT CORPORATION
DWAYNE HAVE A HEART FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

DWAYNE HAVE A HEART FOUNDATION, INC.

ARTICLE I

NAME

The name of this corporation is: DWAYNE HAVE A HEART FOUNDATION, INC.

ARTICLE II

ENABLING LAW

This corporation is organized pursuant to the Corporation Not For Profit law of the State of Florida, as set forth in Part One of Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSES

A. The purpose for which the corporation is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

B. This corporation is organized for the purpose of educating the public on the identification and treatment options for early onset heart diseases and congenital heart conditions.

C. This corporation is organized for the purposes of fund-raising to provide additional financial support for the care and treatment of early onset patients, who qualify for monetary assistance, according to the guidelines that will be determined by the Board of Directors and stipulated in the by-laws of the corporation.

D. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

ARTICLE IV

TERM

This corporation shall have a perpetual existence.

ARTICLE V

INCORPORATORS

The name and residence of the subscribers to these Articles of Incorporation are as follows:

NAME	ADDRESS
CHRISTOPHER DWAYNE MITCHELL	2645 Southwest 150 th Court Miami, FL 33185

ARTICLE VI

MEMBERSHIP

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes or membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

ARTICLE VII

MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised and its properties controlled and its affairs conducted by a board of not less than Fifteen (15) nor more than Twenty-Five (25) directors. Directors shall be appointed annually by a majority vote of the membership.

The initial board of directors who are to serve until the first appointment under the Articles of Incorporation are:

CHRISTOPHER DWAYNE MITCHELL
SHANTELL MITCHELL
JORGE ALESSANDRI
DELVIN BROWN
MARK CAUSEY
ANJANET COLEMAN
YOLANDA HOWARD DAVIS
BRENDA J. GOMEZ
KIMBERLY MITCHELL HEARD
ROBIN HENSON
LEONOR HERNANDEZ
ROBERT JENKINS
ARTHUR MARTINEAU
DEBORAH MARTINEAU
JOAN OCHOA
WALTER T. RICHARDSON
JUAN F. SANCHEZ
RENEE WRIGHT

(b) Elective Officers. The officers of this corporation shall be a president, first vice president, second vice president, secretary, and treasurer. The officers shall be elected annually by a majority vote of the membership.

The officers who are to serve until the first appointment of officers under the Articles of Incorporation are:

President	CHRISTOPHER DWAYNE MITCHELL
First Vice President	SHANTELL MITCHELL
Second Vice President	MARK CAUSEY
Treasurer	RENEE WRIGHT
Secretary	ROBIN HENSON

(c) Standing Committees. This corporation shall have one standing committee; the board of directors shall elect annually, from its members, an executive committee of not less than five (5) nor more than nine (9) persons comprising of the officers of this corporation and one (1) to five (5) additional persons. Other committees may be specified in the by-laws or may be appointed from time to time by the board of directors.

ARTICLE VIII

LOCATION OF REGISTERED OFFICE: IDENTIFICATION OF AGENT

(a) The address of this corporation's initial registered office in the State of Florida is 701 4th Street, #201, Miami Beach, Florida 33139.

(b) The name of this corporation's initial registered agent at the above address is Ian G. Bacheikov, Esq.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

INCOME FROM MEMBERS OR PUBLIC EVENTS

Any income derived by this corporation from membership fees, public events, donations or other sources shall be utilized solely for the purposes for which this corporation is organized and for no other purpose.

ARTICLE XI

BYLAWS

Bylaws will be hereinafter adopted at the first meeting of the board of directors. Such bylaws may be amended or repealed, in whole or in part, by the directors in the manner provided therein. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE XII

AMENDMENT TO ARTICLES


Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3) of a quorum of members of the corporation.

ARTICLE XIII

DISSOLUTION

This corporation shall be dissolved and its affairs wound up by a two-thirds (2/3) vote of the corporation's voting members or when the objects for which the corporation is organized have been fully accomplished.

In the event of dissolution, property of the corporation shall be distributed to a similar corporation which qualifies for an exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code on an annual basis.

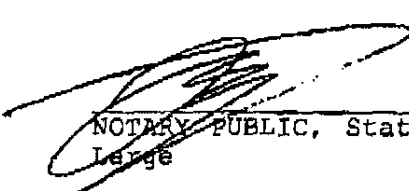


(L.S.)
CHRISTOPHER DWAYNE MITCHELL,
as Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

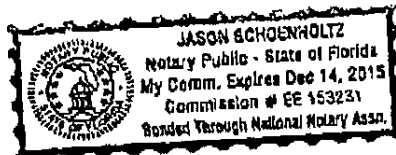
BE IT REMEMBERED that on this 14 day of July, 2015, before me, a notary public, duly commissioned, personally appeared CHRISTOPHER DWAYNE MITCHELL, party to the foregoing Articles of Incorporation, known to me personally to be such, and he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and he deposed and said that the facts herein stated were truly set forth.

GIVEN UNDER MY HAND AND SEAL of my office the day and year last aforesaid.



NOTARY PUBLIC, State of Florida at
Large

My Commission Expires:



REGISTERED AGENT ACKNOWLEDGMENT


Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.


IAN G. BACHEIKOV, Registered Agent

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this 14 day of July, 2015, before me, a notary public, duly commissioned, personally appeared IAN G. BACHEIKOV, known to me personally to be such, and he did acknowledge that he signed the Registered Agent Acknowledgment.

WITNESS MY HAND AND SEAL of my office this 14 day of July, 2015.


NOTARY PUBLIC, State of Florida at
Large

My Commission Expires:

