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JOHN W. SHEPPARD (RETIRED)
JOHN F. STEWART (RETIRED)

JOHN K. WOOLSLAIR (1908-1968)
W.A. SHEPPARD (1898-1971)

November 11, 2015

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

Re: CEPAD-USA, INC.

Dear Sirs:

Enclosed is an original and one (1) copy of the Certificate of Domestication along with Articles of Incorporation for the referenced entity. If everything meets with your approval, please file the paperwork with your office, returning confirmation of all paperwork to the undersigned.

Our check in the amount of \$137.50 is enclosed to cover the following:

FEES:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified copy	\$ 78.75
Certificate of Status:	\$ 8.75
	\$ 137.50

If you have any questions, please do not hesitate to contact our office.

Sincerely,

SHEPPARD, BRETT, STEWART, HERSCH, KINSEY & HILL, P.A.


D. Hugh Kinsey, Jr.

DHK:dlb
Enclosures
KS-6813

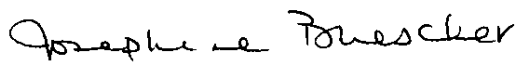
NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, JOSEPHINE BUESCHER, as President of CEPAD-USA, INC. ("Corporation"), a foreign Corporation in accordance with Section 617.1803, Florida Statutes, does hereby certify:

1. The date on which Corporation was first formed was: June 10, 1992.
2. The jurisdiction where the above-named Corporation was first formed, incorporated, or otherwise came into being was Oregon.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was CEPAD-USA, INC.
4. The name of the Corporation, as set forth in its Articles of Incorporation, to be filed pursuant to Section 617.01201 and 617.0202 with this certificate is CEPAD-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: Oregon.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to S. 617.1803.

I am JOSEPHINE BUESCHER, as President of CEPAD-USA, Inc., and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so on October 28, 2015.



Josephine Buescher

ARTICLES OF INCORPORATION

OF

CEPAD-USA, INC.

(A Florida Not-for-Profit Corporation in Compliance with Chapter 617, F.S.)

WE, the undersigned, natural persons being more than eighteen (18) years of age, hereby associate ourselves together for the purpose of forming a not-for-profit corporation pursuant to the provisions of Chapter 617, Florida Statutes, as amended, the "Florida Not For Profit Corporation Act", and hereby certify as follows:

ARTICLE ONE - NAME

The name of the Corporation shall be: **CEPAD-USA, INC.**

ARTICLE TWO – PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the Corporation is **3864 Rogers Street, Fort Myers, Florida 33901**; The principal mailing address of the Corporation is: **P. O. Box 1150, Fort Myers, Florida 33902**.

ARTICLE THREE - PURPOSE

3.1 - The purposes for which the Corporation is established shall be:

- (a) To educate the public about social and economic conditions in Nicaragua;
- (b) To raise funds for CEPAD (Council of Evangelical Churches of Nicaragua);
- (c) To act as a catalyst to current contributing agencies to increase their giving to CEPAD;
- (d) To Organize and lead delegations of concerned people on group educational tours to visit and see the works and needs of CEPAD; and
- (e) For all other legal purposes for which a non-profit corporation may be organized under the laws of the State of Florida.

ARTICLE FOUR – TAX MATTERS

The Corporation qualified as a tax-exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code on September 22, 1993. The Corporation Employer Identification Number is: #93-1088705

ARTICLE FIVE - MANNER OF ELECTION

The current sitting Board of Directors shall nominate and elect new Board Members to replace Board Members whose terms expire. Board Members may be re-elected to the Board without limitation. Each Director shall hold office until his or her successor shall be elected and qualified. Nominations and elections may take place during any regularly scheduled meeting of the Board of Directors at which a quorum is present.

ARTICLE SIX –INITIAL DIRECTORS AND/OR OFFICERS

The initial Officers and Directors of the Corporation shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Josephine Buescher	P. O. Box 1150 Fort Myers, FL 33902	President/Director.
Lee Burleson	5101 SE Bark St/., Apt. A Portland, OR 97202	Secretary/Director
Fred Buescher	419 N Larchmont Blvd. #44 Los Angeles, CA 90004	Director
Penn Garvin	49 Wildwood Road Mifflinburg, PA 17844	Director
Beverly Kirkman	5605 Groomsbridge Ct. Raleigh, NC 27612	Director
Doug Orbaker	49 Wildwood Road Mifflinburg, PA 17844	Director

**ARTICLE SEVEN – INITIAL REGISTERED AGENT AND
STREET ADDRESS**

The name and Florida street address of the Registered Agent is:: **JOSEPHINE BUESCHER, 3864 Rogers Street, Fort Myers, Florida 33901.**

ARTICLE EIGHT – INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

NAME

Josephine Buescher

ADDRESS

3864 Rogers Street
(P. O. Box 1150)
Fort Myers, Florida 33902.

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 am familiar with and accept the appointment as registered agent and agree to act in this capacity.

IN WITNESS WHEREOF, the incorporator and Resident Agent of the Corporation has hereunto affixed her signature on October 28, 2015.

Josephine Buescher

Josephine Buescher, Incorporator/Resident Agent

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority on October 28, 2015, signed by the said JOSEPHINE BUESCHER, as incorporator, () who is personally known to me or (☒) who produced FLORIDA DRIVERS LICENSE as identification.

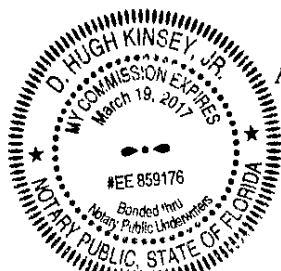

Notary Public

Printed Name of Notary: D. HUGH KINSEY, JR.

(SEAL)

Comm. Exp. Date:

Comm. Number:



Articles of Incorporation
CEPAD-USA, INC