

Division of Corporations

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Florida Department of State
Division of Corporations
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**FLORIDA PROFIT/NON PROFIT CORPORATION
CIES GLOBAL CORP.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
CIES GLOBAL CORP.
A Florida Not For Profit Corporation**

I, the undersigned Incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:

**ARTICLE I
NAME**

The name of the corporation shall be: **CIES GLOBAL CORP.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be:

2525 Ponce de Leon Blvd, Suite 300
Coral Gables, Florida 33134

**ARTICLE III
PURPOSES**

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these articles, the Corporation 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 Code.

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5. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Foundation shall determine.

ARTICLE IV
ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

ARTICLE V
INITIAL DIRECTORS

The names and addresses of the initial directors are as set forth below:

Dr. Roberto Kunimassa Kikawa
2525 Ponce de Leon Blvd. Suite 300
Coral Gables, Florida 33134

Harry Jordan
2525 Ponce de Leon Blvd. Suite 300
Coral Gables, Florida 33134

John Kunihiro
2525 Ponce de Leon Blvd. Suite 300
Coral Gables, Florida 33134

ARTICLE VI
ELECTION OF OFFICERS

The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the current officers are as follows:

<u>Officer</u>	<u>Name and Address</u>
President and Chairman	Dr. Roberto Kunimassa Kikawa 2525 Ponce de Leon Blvd. Suite 300 Coral Gables, Florida 33134

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Vice President and Treasurer

Harry Jordan
2525 Ponce de Leon Blvd. Suite 300
Coral Gables, Florida 33134

Vice President and Secretary

John Kunihiro
2525 Ponce de Leon Blvd. Suite 300
Coral Gables, Florida 33134

ARTICLE VII
MEMBERSHIP

The Corporation shall have no members.

ARTICLE VIII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent are:

GY Corporate Services, Inc.
600 Brickell Avenue, Suite 3500
Miami, Florida 33131

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator is:

Maria Acevedo-Belt, Esq.
c/o Gunster, Yoakley & Stewart, P.A.
600 Brickell Avenue, Suite 3500
Miami, Florida 33131

2016 IN WITNESS WHEREOF the undersigned has executed these Articles as of the 1st day of March,

/s/ Maria Acevedo-Belt, Esq.
Maria Acevedo-Belt, Esq., Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, GY Corporate Services, Inc. is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

GY CORPORATE SERVICES, INC.

BY: /s/ Mark J. Scheer
Mark J. Scheer, President

Date: March 1, 2016

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