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**ARTICLES OF INCORPORATION**  
**OF**  
**EPOSAK FOUNDATION, INC.**

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TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 617 (Florida Not for Profit Corporation Act), the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a not for profit corporation.

**ARTICLE I.     NAME**

The name of the corporation shall be:

EPOSAK FOUNDATION, INC.

**ARTICLE II.    PRINCIPAL OFFICE**

The initial principal place of business and mailing address of this corporation shall be:

240 Crandon Boulevard, Suite 275  
Key Biscayne, Florida 33149

**ARTICLE III.   PURPOSE**

Anything in these Articles of Incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that encourage, promote and further the objectives of the EPOSAK FOUNDATION, INC., including, but not limited to, promoting humanitarian service in Miami-Dade County, the wider community, and poverty-stricken areas in Venezuela, as well as any other charitable, educational, scientific or beneficial purpose, and it is intended that these objectives and purposes which will qualify this corporation as an exempt organization under Internal Revenue Code §501(c)(3), including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the board of directors which shall at the time qualifies as a tax-exempt organization under Internal Revenue Code §501(c)(3), or as that statute may be amended.

**ARTICLE IV. MANNER OF ELECTION OF DIRECTORS**

The corporation shall be managed by a Board of Directors. The Directors shall be duly elected in the manner stated in the Bylaws of the corporation.

**ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

EPGD ATTORNEYS AT LAW, P.A.  
2701 PONCE DE LEON BLVD SUITE 202  
CORAL GABLES, FL 33134

**ARTICLE VI. DIRECTORS**

The names and street addresses of the initial director of the corporation shall be:

Esteban Torbar  
201 Crandon Boulevard, Apt 407  
Key Biscayne, Florida 33149

Victor De Yavorsky  
12501 Moss Ranch Road  
Miami, Florida 33156

Joseph Saade  
240 Crandon Boulevard, Suite 275  
Key Biscayne, Florida 33149

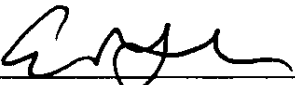
**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

EPGD ATTORNEYS AT LAW, P.A.  
2701 PONCE DE LEON BLVD SUITE 202  
CORAL GABLES, FL 33134

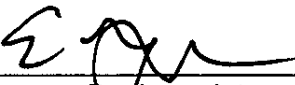
**ARTICLE VIII. NON-PROFIT CERTIFICATION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

  
\_\_\_\_\_  
Signature, Incorporator  
By: Eric P. Gros-Dubois, Esq.

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\_\_\_\_\_  
Date  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Having been named as registered agent 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. 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.*

  
\_\_\_\_\_  
Signature, Registered Agent  
By: Eric P. Gros-Dubois, Esq.

3/21/16  
\_\_\_\_\_  
Date