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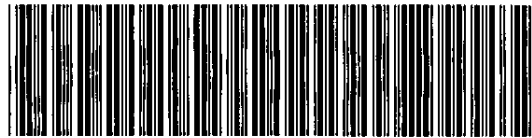
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SUBJECT: **CARL'S FITNESS FOUNDATION, INC**
(PROPOSE CORPORATE NAME – MUST INCLUDE SUFFIX)

FROM: **Aengus Group, Inc.**
80 SW 8th Street Suite 2000
Miami, FL 33130

info@aengusgroup.com
rcharles@aengusgroup.com

**ARTICLES OF INCORPORATION
OF
CARL'S FITNESS FOUNDATION, INC.
(A Corporation - Not For Profit)**

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ARTICLE 1 – NAME

The name of the Articles of Incorporation is CARL'S FITNESS FOUNDATION, INC. ("hereinafter referred to as the "Foundation" and/or the "Company.")

ARTICLE 2 – ADDRESS

The principal address of business of the Company is 80 SW 8th Street Suite 2000 Miami, FL 33130 – Attn: Aengus Group. The Company may have other place(s) of business both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE 3 – EFFECTIVE DATE

These Articles of Incorporation are made and effective upon the approval of the Secretary of State of the State of Florida.

ARTICLE 4 – DURATION

The Company shall have perpetual existence.

ARTICLE 5 – STATEMENT OF PURPOSES AND POWERS

The purpose for which the Company is organized is to engage or transact in any and all lawful activities as a Not-For-Profit Organization.

The mission of the Foundation is to initiate and support community based programs that promote education, health, social skills and activities of and for underprivileged and underserved community.

The Foundation may engage in a variety of fund raising activities, including but not limited to event and associated events such as Gala Dinners, Tournaments, Thanksgiving and/or Christmas Turkey Giveaways, Block Party, Back-2-School Backpack Giveaways, Youth Awareness, Christmas Toy Drives, Medical Awareness Fair, Youth Seminars, Tutoring Programs, Crime Prevention Programs. The powers of the Company shall include and be governed by the following provision(s):

- I. Company shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles
- II. Company shall have all of the powers reasonable necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:
 - The power to appoint committee(s) as the Board of Directors may deem appropriate.
 - The power to employ the required personnel for the operations and management of the Foundation and its property. The power to purchase facilities and chattels approved by the Board of Directors.

- The power to purchase supplies, materials and equipment for the operation and management of its property.
- The power to insure and keep insured the Company and chattel.
- The power to establish, manage, control, operate, repair and improve reserve funds and/or capital investments.
- The power to enforce by any legal means the provisions of these Articles of Incorporation, the By-Laws and/or rules and regulations promulgated by the Foundation.

ARTICLE 6 – BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, however, that at no time shall the By-Laws conflicted with these Articles of Incorporation.

ARTICLE 7 – AMENDMENT

The Foundation reverses the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the Board of Directors is subject to this reservation.

ARTICLE 8 – REGISTERED AGENT AND REGISTERED OFFICE

Aengus Group, Inc. is a Corporation organized, registered and/or existed in accordance of the laws of the State of Florida having its registered office at 80 SW 8th Street Suite 2000 Miami, FL 33130 (“hereinafter referred to as the “Registered Agent.”)

ARTICLE 9 – BOARD OF DIRECTORS

The affairs of the Foundation shall be managed by the Board of Directors consisting of not less than TWO (2) directors. The name and address of the Board of Directors is as follow:

President/CEO:	Hudley Carl Eugene 15800 NE 4 th Ave Miami, FL 33162
Secretary	Ronald Charles 80 SW 8 th Street Suite 2000 Miami, FL 33130

ARTICLE 10 – ADMISSION OF NEW DIRECTORS

No additional director(s) shall be admitted to the Company without a written consent of all the Board of Directors of the Company and upon such terms and conditions as shall be determined by all the Board of Directors.

The method of election and terms of office, removal and filling vacancies shall be as set forth in the By-Laws of the Company.

ARTICLE 11 – INCORPORATOR

IN WITNESS WHEREOF, the undersigned incorporator have executed, acknowledged and filed the foregoing Articles of Organization.



Signature

Name: Ronald Charles
80 SW 8th Street Suite 2000
Miami, FL 33130

ARTICLE 12 – ACCEPTANCE OF REGISTERED AGENT

Have been named to accept service process for CARL'S FITNESS FOUNDATION, INC.; at the place designated in the Articles of Corporation, Aengus Group hereby accepts the appointment as registered agent and agrees to in such capability. Aengus Group further agrees to comply with the provisions of all statutes and/or laws relating to the proper and complete performance of duties.

FOR THE REGISTERED AGENT



Signature

Name: Ronald Charles
Aengus Group

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