

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
NOLIPINA INC.**

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**ARTICLES OF INCORPORATION  
OF  
NOLIPINA INC.**

Pursuant to section 617.1007, Florida Statutes, the directors of NOLIPINA INC., a corporation organized under the not for profit laws of the State of Florida (the "Corporation").

**Article 1  
NAME**

The name of the Corporation is: NOLIPINA INC.

**Article 2  
ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is

5429 Soundside Drive  
Gulf Breeze, Florida 32563

**Article 3  
DURATION**

The duration of the Corporation is perpetual.

**Article 4  
PURPOSES**

The purposes for which the Corporation is formed are:

- A. The Corporation is organized exclusively for charitable purposes, and more specifically to provide health care access in rural villages in Panama, and educational opportunities to individuals in such rural villages, and, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code").
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with Section 501(h) of the Code) and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on

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behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

- C. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

**Article 5  
BOARD OF DIRECTORS AND OFFICERS**

The following shall constitute the initial Directors and Officers who shall act until the first meeting of the Directors or until their successors are duly chosen and qualified, and the names and addresses of the persons who are to serve as the initial Directors and Officers are as follows:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Mark Stavros	Director	5429 Soundside Drive Gulf Breeze, Florida 32563
Charles Ritchie	Director	61 McMullen Lane SE Gurley, AL 35748
Sarah Ritchie	Director	61 McMullen Lane SE Gurley, AL 35748
Ken Brummel-Smith	Director	4608 Grove Park Dr. Tallahassee, FL 32311

The manner in which directors and officers are removed, elected and appointed is as provided for in the by-laws.

**Article 6  
INCORPORATOR**

The name and address of the sole Incorporator of the Corporation is:

Mark Stavros

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5429 Soundside Drive  
Gulf Breeze, Florida 32563

**Article 7  
BY-LAWS**

The By-laws of the Corporation are to be made and adopted by the Directors, and may be altered amended or rescinded by a majority vote of the Directors.

**Article 8  
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

**Article 9  
INITIAL REGISTERED OFFICE AND AGENT**

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

Corporation Service Company (CSC)  
1201 Hays Street  
Tallahassee, Florida 32301

**Article 10  
DISPOSITION OF ASSETS**

Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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.

**Article 11  
PROHIBITED ACTIVITIES OF PRIVATE FOUNDATION**

Notwithstanding any other provision in these Articles, at anytime the Corporation is classified as a "private foundation" as defined in Code Section 509, it shall abide by the provisions of Florida Statutes section 617.0835 relating to prohibited activities of private foundations.

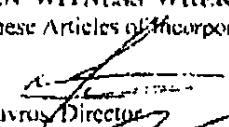
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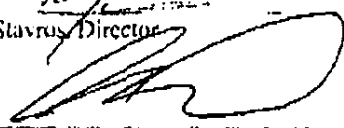
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Article 12  
OTHER PROVISIONS


The Corporation may by its By-laws make any other provisions or requirements for the arrangement or conduct of business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of or of the United States.

IN WITNESS WHEREOF, the undersigned, being the directors of this Corporation have signed these Articles of Incorporation on this 8th day August, 2016.

  
Mark Stavros, Director

  
Charles Ritchie, Director

  
Sarah Ritchie, Director

  
Ken Brummel-Smith, Director

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