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Amended and Restated Articles of Incorporation
of
San Vicente de Paul Madre de Cristo Corp.

The undersigned, residents of the United States of America, desiring to form a non-profit organization under the Non-Profit Corporation Laws of the State of Florida, do hereby certify that these are its Amended and Restated Articles of Incorporation:

Article I – Name of Organization

The name of the Organization shall be San Vicente de Paul Corp.

Article II – Principal Office

The principal office and mailing address of the Organization is 6465 SW 130 Place, Unit 502, Miami, Florida 33183.

Article III – Purpose of Organization

This Organization is organized and operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1966 as now enacted or hereafter amended, including, for such purposes as the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations of the Internal Revenue Code of 1966 as now enacted or hereafter amended. To this end, the Organization shall promote educational, scientific, and charitable purposes, thereby improving the life of animals and adopters.

Notwithstanding any other provision of these articles, this Organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Organization.

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JAN 27 2025

Our purpose is that people can live and know the love of God, reaching those in need with the Gospel of Jesus Christ without limits of age, race, or social status. Humanitarian aid, training and teaching are essential in our ministry.

The main purpose of the organization is to provide food, clothing, furnishings, kitchen supplies and appliances and any other goods available for distribution to the poor and the needy. The Organization certifies that it will not engage in any type of discrimination against race, color, religion, sex, national origin, disability or age.

Article IV – Elections

The directors are elected or appointed as contained in the Organization's By-laws.

Article V – Initial Officers and Directors

The business of this Organization shall be conducted by a Board of Directors, which shall consist of not less than one (1), following are the officers: one president, vice president(s), secretary(ies), treasurer(s), and/or secretary-treasurer(s) and directors. The number of directors may be changed from time to time through changes in the By-Laws but shall never be less than one (1).

The name and street address of the First Board of Directors and Officers of the Organization is:

Nayda Escudero Flores
6465 SW 130 Place, Unit 502
Miami FL 33183

Article VI – Registered Agent

The name and address of the Registered Agent of this Organization is:

Nayda Escudero Flores
6465 SW 130 Place, Unit 502
Miami FL 33183

Article VII – Incorporator

The name and address of the incorporator is:

Nayda Escudero Flores
6465 SW 130 Place, Unit 502
Miami, Florida 33183

Article VIII - Effective Date and Term of Existence

The effective date of the Organization is the date the Florida Department of State, Division of Corporations, approved it, to wit: April 4, 2017. The period of duration of this Organization is perpetual.

Article IX - Enabling Powers

To provide any and all of the services set out above, the Organization shall have the power:

- A. To apply for and obtain all such licenses and permits of whatever location needed as shall be deemed necessary for the lawful functions of the Organization.
- B. To buy, sell or otherwise acquire, handle, hold and dispose of real and personal property or any interest therein; to enter into transactions of any kind or character whatsoever with respect to such real or personal and to dispose of it as may be required.
- C. To manage, supervise, operate, control, lease, let and sublet offices, office buildings, and all other kinds and character of property of every nature whatsoever.
- D. To purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.
- E. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said

businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem as capable of being profitably dealt with in connection with any of the said businesses.

F. To guarantee, acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy guaranty, or in any other manner whatsoever so far as the same be permitted in the case of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement, or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

G. To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and aid in any way in the formation of any corporation, domestic or foreign.

H. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with any

business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

I. To borrow money and contract debts when necessary for the transaction or business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified event or events, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, now or hereafter authorize, upon such terms and conditions as shall be fixed by the Board of Directors may deem judicious, subject, however, to the provisions of Article III hereof.

J. To acquire by purchase, subscription, or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

K. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the territories, possessions and dependencies of the United States, and in foreign countries, without restrictions as to place or amount.

In general, to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principal agents, contractors, trustees, or otherwise, within or without the State of Florida, either alone or in company with others, and to carry on any other business in connection therewith, whether specifically stated herein or otherwise, and to do all things not forbidden, and with all the powers conferred upon nonprofit corporations by the laws of the State of Florida.

It is the intention that each of the objects, purposes, and powers specified in each of the paragraphs of these Articles of Incorporation shall, except where otherwise specified, be nowise

limited or restricted by reference to or inference from the terms of any other paragraph or of any other articles or paragraphs of these Articles of Incorporation and shall be regarded as independent objects, purposes and powers, and the enumeration of specific purposes and powers shall not be constructed to restrict in any manner the general terms and powers of this Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of objects or purposes herein shall not be deemed to exclude or in any way limit by inference any powers, objects, or purposes which this Corporation is empowered to exercise, whether hereafter in effect, or impliedly by any reasonable construction of said law. Notwithstanding any other provision of these articles, this organization 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 Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article X -- Capital Stock

This Organization is authorized to operate without stock as per the Laws of Florida.

Article XI -- Beginning Capital

The amount of capital with which this Organization will be started has not been determined yet.

Article XII – Meetings

Directors shall hold their annual and special meetings as the By-Laws may provide and may have one or more offices, within or outside the State of Florida. The appointment of the directors shall be stated in the By-Laws.

Article XIII – Qualification of Membership

The categories of membership, qualifications for membership and the manner of admission shall be set forth and regulated by the By-Laws of the Organization.

Article XIV - Voting Rights

The Corporation shall have no voting members, the management and affairs of the Organization shall be at all times under the direction of the president and the Board of Directors, whose operations in governing the Organization shall be defined by statutes and the Organization's by-laws. No director shall have any right, title or interest in or to any property of the Organization.

Article XV – Prohibition Against Private Inurement

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Organization 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 Article Three hereof. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, 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. Notwithstanding any other provision of these articles, the Organization 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under

section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XVI – Compensation

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation, or other allowances) paid to or provided our employees, directors or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

Article XVII – Limitation on Activities

No part of the net earnings of this Organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Organization shall not participate in, 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.

Notwithstanding any other provisions of these Articles, this Organization shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation's contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Article XVIII- Dissolution

In the event of dissolution of this Organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Organization shall be distributed and turned over to one or more organizations which themselves are exempt as organizations

described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

However, if the named recipient is not then in existence or no longer a qualified distribute, or unwilling or unable to accept the distribution, then the assets of this Organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Article XIX - Indemnification

The Organization shall indemnify a director or officer of the Organization who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer of the Organization against any reasonable attorneys' fees and expenses incurred by the director or officer in connection with the proceeding. The Organization may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Organization against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The indemnification and

advancement of attorneys' fees and expenses for directors, officers, employees, and agents of the Organization shall apply when each person is serving at the Corporation's request while a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether for profit or not, as well as in their official capacity with the Organization. The Organization also may pay for or reimburse the reasonable attorneys' fees and expenses incurred by a director, officer, employee, or agent of the Organization who is a party to a proceeding in advance of final disposition of the proceeding. The Organization also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the Organization, whether or not the Organization would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorneys' fees and expenses to any person who is or was a director, officer, employee or agent of the Organization or the ability of the Organization otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of attorneys' fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director," "officer," "employee," or "agent" shall include their heirs, estates, executors, administrators, and personal representatives of such persons.

Article XX – Liabilities for Debts

The members, officers, directors, employees, or agents of the Organization shall not be liable for the debts of the Organization.

Article XXI – Amendments

These Articles of Incorporation may be amended in the manner provided By Law. Every amendment shall be approved by the Board of Directors proposed by them to the members and approved at a members meeting by a majority of the members, unless all the directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

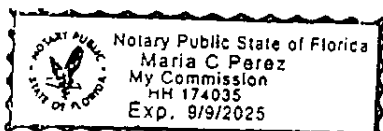
No contract or other transaction between this Organization and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Organization is an officer or director of any other corporation.

In Witness Whereof, we have hereunto subscribed our names this 30th day of October, 2024, in Miami, Miami-Dade County, Florida.

Nayda E. Flores
Nayda Escudero Flores, President

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public of the State of Florida, personally appeared Nayda Escudero Flores, on this 30th day of October, 2024, who acknowledged this instrument and was sworn before me. Affiant provided her Florida driver's license as identification.



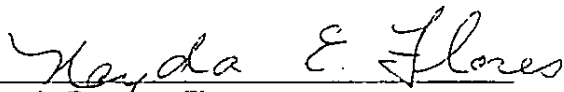
Nayda E. Flores
Nayda Escudero Flores, President

[Signature]
Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above Organization 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 and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 617, Florida Statutes.

Dated this 30th day of October, 2024, in Miami, Miami-Dade County, Florida.



Nayda Escudero Flores
6465 SW 130 Place, Unit 502
Miami FL 33183

Officer Certification

I submit these Amended Articles of Incorporation and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in § 817.155, of the Florida Statutes.

Dated this 30th day of October, 2024, in Miami, Miami-Dade County, Florida.

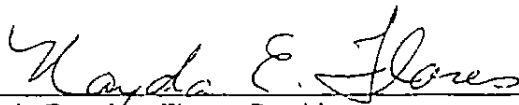


Nayda Escudera Flores, President

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Nayda Escudera Flores, President