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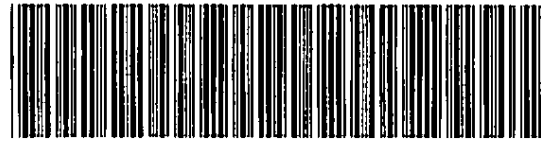
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ARTICLES OF INCORPORATION
OF
SMILING HEARTS USA INC
(A Florida Corporation Not for Profit)

ARTICLE I. NAME

The name of this corporation is

SMILING HEARTS USA INC

ARTICLE II. PRINCIPAL OFFICE

The principal street and mailing address will be:

3442 Norland Ct
Holiday, FL 34691

ARTICLE III. PURPOSES

The purposes for which the corporation is organized are exclusively religious, charitable and educational within the meaning of the section 501(c)3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue Law.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE IV. MANNER OF ELECTION
Board of Directors

Section 1. The business affairs of the Corporation shall be managed by the President, in consultation with the Board of Directors. The Corporation shall have three (3) directors initially. The number of the directors may be increased from time to time, by the by-laws, but shall never be less than two (2) nor more than, nine (9), unless the by-laws are subsequently amended. The president or directors may be removed as outlined in the by-laws.

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the by-laws.

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The names and addresses of the persons, who are to serve as directors/officers for the ensuing year, or until the first annual meeting of the corporation, are:

1. Vilma Shaw
3442 Norland Ct
Holiday, FL 34691
2. Miguel Barriga
3442 Norland Ct
Holiday, FL 34691
3. Luz M Villarreal
3442 Norland Ct
Holiday, FL 34691

The officers shall be elected at the annual meeting of the Board of Directors or as provided in the by-laws.

ARTICLE V. INITIAL DIRECTORS AND/OR OFFICERS

The affairs of this corporation shall be administered by its officers, who shall be a President, Vice President, and Secretary, all of whom shall be members of the Board of Directors, and such other assistants or administrative officers as are determined by the Board of Directors from time to time.

The names and addresses of the persons, who are to serve as directors/officers for the ensuing year, or until the first annual meeting of the corporation, are:


1. President
Vilma Shaw
3442 Norland Ct
Holiday, FL 34691
2. Vice President
Miguel Barriga
3442 Norland Ct
Holiday, FL 34691
3. Secretary
Luz M Villarreal
3442 Norland Ct
Holiday, FL 34691

The officers shall be elected at the annual meeting of the Board of Directors or as provided in the by-laws.

ARTICLE VI. INITIAL REGISTERED AGENT

The Registered Agent shall be Vilma Shaw and his/her address shall be the same as the address of the Registered Office of the Corporation which is: 3442 Norland Ct. Holiday, FL 34691.

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.



Vilma Shaw

Date

ARTICLE VII. INCORPORATOR

The Incorporator shall be Vilma Shaw and his address shall be the same as the address of the Registered Office of the Corporation which is:
3442 Norland Ct. Holiday, FL 34691.

ARTICLE VIII. BY-LAWS

Section 1. The Board of Directors of the Corporation may provide such by-laws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.

Section 2. Upon proper notice, the by-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting, or any special meeting called for that purpose.

ARTICLE IX. AMENDMENTS

Section 1. Amendments to the articles of incorporation may be adopted at a regular meeting of the Board of Directors, or a special meeting duly noticed for that purpose, by a majority vote of the directors then in office.

Section 2. The Board of Directors may submit, consider and vote upon any number of amendments at anyone meeting.

ARTICLE X. NON-PROFIT STATUS

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of any individual director or officer. The Corporation is founded for the purpose of qualifying fully as a tax-exempt Corporation under the laws of the United States and the State of Florida.

Section 2. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation and upon dissolution of this organization all of its assets remaining after payment of all cost and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c) (3) of the Internal Revenue Code, or the federal government, or to a state or local government for a public purpose, and none of the assets will be distributed to any director, officer or trustee of this Corporation.

ARTICLE XI. POWERS

Section 1. In order to promote the purposes of the Corporation, it may acquire property by grant, gift, purchase, devise or lease, or bequest, and hold dispose of such property as the Corporation shall require for the benefit of the Corporation and to further its purpose and mission, and not for pecuniary profit.

Section 2. The Corporation shall have all powers necessary to complete its mission and purposes provided such powers are not inconsistent with Florida Statute Chapter 617.0302, as amended from time to time, the Internal Revenue Code of the United States of America; and the corporate by-laws.

ARTICLE XII. MEETINGS

Section 1. The annual meeting for the election of the Board of Directors shall be as provided in the by-laws.

Section 2. The Corporation may provide in its by-laws for the holding of additional regular meetings and any special meetings, but shall hold meetings at least annually.

ARTICLE XIII. QUALIFICATIONS OF MEMBERS

The Corporation shall have one class of members, and no more than one membership may be held by anyone person. The rights and privileges of all members shall be equal. Each member shall be entitled to one and only one vote on any matter submitted to the membership for vote. Membership in the Corporation shall at all times consist of and be limited to individuals who are actively contributing financially and programmatically to the Corporation and hold to and subscribe to the tenants of the faith as prescribed by the Scriptures and outlined by the Board of Directors.

ARTICLE XIV. DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation set forth in Article IV, in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or 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) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by the Circuit Court (or equivalent thereof) in the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as the said court shall determine, which is organized and operated exclusively for such purposes.

"Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purpose 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, or a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation 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."

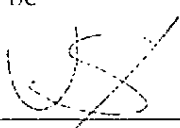
ARTICLE XV. CONFLICT OF INTEREST

Any director, officer, or key employee who has an interest in a contract, salary Negotiation, or other transaction presented to the Board or a committee thereof for authorization approval, or ramification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction that might reasonably be construed to *be* adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Director's or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

Effective date shall be May 18, 2022.

Executed on May 18, 2022. The name and address of the incorporator of this corporation shall be



Vilma Shaw
3442 Norland Ct
Holiday, FL 34691

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