

# N2300001719

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
YES BRAZIL USA, INC.**

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## ARTICLES OF INCORPORATION

*The undersigned incorporate, for the purpose of forming a corporation under the Florida Not for Profit Act, hereby adopt(s) the following Articles of Incorporation:*

### ARTICLE 1 - NAME

The name of the corporation shall be:

**YES BRAZIL USA, INC.**

### ARTICLE 2 - PRINCIPAL OFFICE

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

**111 SE 2nd Avenue  
Dania Beach, FL 33004**

### ARTICLE 3 - COMMENCEMENT OF EXISTENCE

The date for commencement of the Incorporation's existence shall be March 29<sup>th</sup>, 2021

### ARTICLE 4 - TERM OF EXISTENCE

The Incorporation shall have perpetual existence

### ARTICLE 5 - NATURE OF THE INCORPORATION

The Incorporation is a non-profit incorporation. Upon the dissolution, all of the assets of the Incorporation shall be distributed to the State of Florida or to an organization exempt from taxes under Internal Revenue Code Section 501 (c) (4) for one or more of the purposes that corporations are exempt under the Florida franchise tax.

### ARTICLE 6 - GENERAL PURPOSE

Yes Brazil USA is a conservative and Christian organization, committed to supporting structural reforms based on law and constitutional order, defending the family and Christian principles, supporting political parties and candidates in Brazil and the United States of America that defend these basic principles, in addition to promoting the defense and organization of Brazilian communities in the United States of America and other countries. All people are entitled to equal rights and can freely exercise the natural right of sole dominion over their own lives, liberty and property, under Section 501 (c) (4) of the Internal Revenue Code, or the corresponding section(s) of any future federal tax code.

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#### **ARTICLE 7 – POWERS**

Unless otherwise provided in these Articles, the Incorporation shall have all of the powers provided in the law. Moreover, the Incorporation shall have all the implied powers necessary and proper to carry out its express power. The Incorporation shall have no powers to take any action prohibited by the law.

#### **ARTICLE 8 – LIMITS OF POWERS**

The Incorporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501 (c) (4), and related regulations, rulings and procedures. The Incorporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170 (c) (2) and related regulation, ruling and procedures. Regardless of any other provision in these Articles of Incorporation or State law, the Incorporation shall have no power to:

1. Engage in activities or use its assets in manner that are not in furtherance of one or more exempt purposes as set forth and defined by the Internal Revenue Code and related regulations, rulings and procedures, except to an insubstantial degree;
2. Serve a private interest other than one that is clearly incidental to an overriding public interest;
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings and procedures;
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities;
5. Have objectives that characterize it as an action or organized as defined by the Internal Revenue Code and related regulations, rulings and procedures;
6. Distribute its assets on dissolution other for one or more exempt purposes. On dissolution, the Incorporation's assets shall be distributed to the State Government for a public purpose, or to an organization exempt from under Internal Revenue Code Section 501 (c) (4) to be used to accomplish the general purpose for which the Incorporation was organized;
7. Permit any part of net earnings of the Incorporation to insure the benefit of any member of the Incorporation or any private individual;
8. Carry on an unrelated trade or business except as a secondary purpose related to the Incorporation's primary, exempt purpose

#### **ARTICLE 9 – NO PROFITS OR DIVIDENDS**

No part of the net earnings of YES BRAZIL USA, INC. shall inure to the benefit of, or to 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 the furtherance of the purposes set forth in the clause hereof.

#### **ARTICLES 10 – BOARD OF DIRECTORS**

The affairs of YES BRAZIL USA, INC. both spiritual and secular shall be conducted by the Board of Directors which shall consist of 4 (four) members. The members of the Board of Directors shall be appointed, as Directors themselves must possess the qualification of leaders as set forth in the relevant teaching of the New Testament and they shall have the duties as set therein. Directors, once in office, shall serve as long as they remain members of the ministry unless sooner removed as set forth herein.

The directors shall have the duties set forth in the New Testament and subject to the provision of Section 741.07, Florida Statutes, and to the rules, which may be adopted by Directors of the Incorporation.

The board of directors will make an effort to act unanimity. However, all actions of the Board shall be with the concurrence of at least 2/3rds of the Directors, unless otherwise stated. If any decisions which cannot be successfully resolved at a meeting of the Board of Directors, the matter will be considered and final decision made by the President of the Incorporation.

The board of directors is:

Chief Executive Officer	Mario A. Martins Junior
Address	3015 N Ocean Blvd Apt 14K Fort Lauderdale, FL 33308
Chief Financial Officer	Larissa Carvalho de Oliveira Martins
Address	3015 N Ocean Blvd Apt 14K Fort Lauderdale, FL 33308
Chairman	Marciano F. Maia
Address	19237 Bay Leaf Ct Boca Raton, FL 33498
Secretary	Tomas Edvard Rune Soderberg
Address	2250 Deer Creek CC Blvd Deerfield Beach, FL 33442

**ARTICLE 11 - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida Street address of the initial registered agent is:

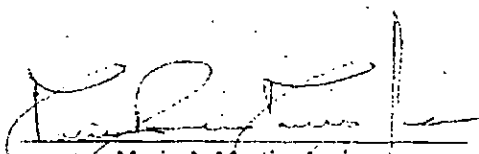
Mario A. Martins Junior  
3015 N Ocean Blvd Apt 14K  
Fort Lauderdale, FL 33308

**ARTICLE 12 - INCORPORATOR**

The name and Florida Street address of the person signing there Articles of Incorporation is:

Mario A. Martins Junior  
3015 N Ocean Blvd Apt 14K  
Fort Lauderdale, FL 33308

**BOARD OF DIRECTORS:**

  
Mario A. Martins Junior  
Chief Executive Officer

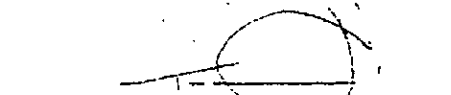
Date: 26-Aug-21

  
Larissa Carvalho de Oliveira Martins  
Chief Financial Officer

Date: 26-Aug-21

  
Marciano F. Maia  
Chairman

Date: 26-Aug-21

  
Tomas Edvard Rune Soderberg  
Secretary

Date: 26-Aug-21

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0202, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,  
SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND  
REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is

**YES BRAZIL USA, INC.**

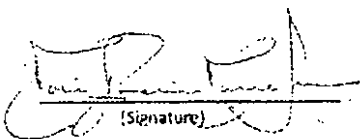
2. The name and address of the registered agent and office is:

Mario A. Martins Junior  
Chief Executive Officer

3015 N Ocean Blvd Apt 14K  
*Address*

Fort Lauderdale, FL 33308  
*City - State - Zip*

Having been named as registered agent and to accept service of process for the above  
stated corporation at the place designated in this certificate, I hereby 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)

08/26/2021  
(Date)

DIVISION OF CORPORATIONS  
P.O. BOX 6327, TALLAHASSEE, FL 32314

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