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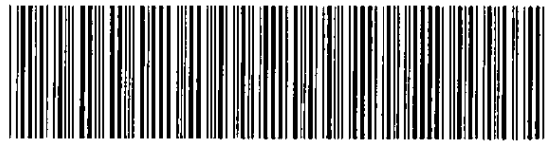
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COGENCYGLOBAL.COM

Account#: 120000000088
For any issues please contact
Cheyanne Davis
(850) 202-1882

Date: 08/28/2024

Name: Cheyanne Davis

Reference #: 2475661

Entity Name: CULTURAL IMPACT JOURNEYS, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger


☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other PLEASE AATTACH CERTIFIED COPY UPON FILING

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Signature: 



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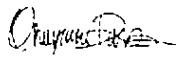
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Signature: 

• CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

• EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENG. AND WALES
REGISTRY #8016712
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
+44 (0)20.3961.3080

• ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
P: +852.2682.9633
F: +852.2682.9790

**ARTICLES OF INCORPORATION
OF
CULTURAL IMPACT JOURNEYS, INC.**

Cultural Impact Journeys, Inc., is a Florida not for profit corporation incorporated under the provisions of the Florida Not for Profit Corporation Act, Chapter 617 of Florida Statutes, as amended, and sets forth the following:

**ARTICLE I
NAME**

The name of the corporation shall be: Cultural Impact Journeys, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation shall be 241 SW 192nd Terrace, Pembroke Pines, Florida 33029.

**ARTICLE III
POWERS**

Notwithstanding anything else contained in these Articles of Incorporation, as amended from time to time, to the contrary, the Corporation's powers shall be limited to one or more exempt purposes as described in the Internal Revenue Code, as amended (the "Code"), Section 501(c)(3), as amended from time to time; the Corporation's purposes shall not expressly empower the Corporation to engage, otherwise than as an insubstantial part of its activities, in activities that in themselves are not in furtherance of one or more exempt purposes; and the Corporation's assets are dedicated to an exempt purpose within the meaning of Code Section 501(c)(3) as provided in these Articles of Incorporation, as amended from time to time.

**ARTICLE IV
PURPOSES**

The Corporation is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

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ARTICLE V
TAX-EXEMPT OPERATIONS

The Corporation shall have and may exercise all powers and authorities now or hereinafter conferred upon not-for-profit corporations under the laws of the State of Florida, as amended, subject to any limitations required under Section 501(c)(3) of the Code. But, no part of its net earnings shall inure to the benefit of any incorporator, Director, Officer, employee, or agent of the Corporation or to any other private individual; provided, however, that reasonable compensation may be paid for services rendered to, for, or on behalf of the Corporation effecting one or more of the Corporation's purposes. No incorporator, Director, Officer, employee, agent, or other private individual shall be entitled to share in the distribution of any corporate assets upon its dissolution. Further, no part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by the Code, or similar statutes, for organizations exempt from federal income taxes pursuant to Section 501(c)(3) of the Code or similar statutes), and the Corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of any candidates of public office.

ARTICLE VI
MEMBERS

The Corporation shall have no members.

ARTICLE VII
DIRECTORS

Except for the initial Board of Directors described herein, the governance and operations of the Corporation will be supervised by a Board of Directors composed of individuals elected by the self-perpetuating Board of Directors of the Corporation as provided in the Bylaws of the Corporation. The Board of Directors of the Corporation shall consist of not less than three (3) members, as more particularly described in the Corporation's Bylaws.

The initial Board of Directors responsible for the governance and operation of the Corporation from and after its incorporation and until such time as Bylaws have been adopted and new or additional members of the Board of Directors are elected or appointed, as the case may be, pursuant to the provisions of the Bylaws will consist of the following individuals, each of whom shall be authorized to act as a Director of the Corporation from and after the date of incorporation and which individuals shall sometimes be collectively referred to herein as the "Initial Directors":

Name	Address
1. Guillermo J. Grenier, Ph.D.	241 SW 192nd Terrace Pembroke Pines, Florida 33029
2. Gustavo Arnavat	47 Monroe Avenue Larchmont, New York 10538
3. Edmundo Costa	610 Spring Street Santa Cruz, California 95060
4. Mary Wilkie Ebrahimi	463 Circle Drive Denver, Colorado 80206
5. Mariana Roche Gaston	11A 7th Avenue Brooklyn, New York 11217

ARTICLE VIII DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed 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.

Upon the dissolution of the Corporation and as long as the Corporation has no members, the Board of Directors shall, after a majority vote of the then current directors, adopt a plan of distribution of the assets of the Corporation and the same shall be filed with the Florida Department of State. Such plan of distribution of assets shall provide for the payment or make provision for the payment of all liabilities of the Corporation and convey, for public purposes consistent with the purposes of the Corporation, any remaining assets of the Corporation. Any such assets not so disposed of shall be disposed of in a manner consistent with the provisions of Section 617.1406 of Florida Statutes, as it exists on the date hereof, or as amended. To the extent there is any conflict between the terms of this second paragraph of this Article VIII and the first paragraph of this Article VIII, the first paragraph shall control.

ARTICLE IX LIABILITY AND INDEMNIFICATION

Section 1. To the fullest extent that Chapter 617 of Florida Statutes, as it exists on the date hereof or as amended, permits the limitation or elimination of the liability of officers, directors or volunteer agents of a not for profit corporation, a director or officer of the Corporation shall not be liable to the Corporation for monetary damages.

Section 2. To the fullest extent permitted and in the manner prescribed by Chapter 617 of Florida Statutes and any other applicable law, regulation or

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judicial interpretation, the Corporation shall indemnify (including, if applicable and in the discretion of the Board of Directors, the advancement of costs and expenses inclusive, without limitation, of attorneys' and paraprofessionals' fees and costs, whether or not litigation is commenced and, if so commenced, through all trial and appellate procedures) a Director or officer of the Corporation who is, was or may be a party to any proceeding by reason of the fact that he or she is or was an officer or Director of the Corporation or is or was serving at the request of the Corporation as an officer, director, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise.

Section 3. Pursuant to, among other sections of the Florida Statutes as amended, Section 617.0831, indemnification or advancement of expenses shall not be made to or on behalf of any Director, officer, employee, or agent of the Corporation if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(a) A violation of the criminal law, unless the Director, officer, employee, or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(b) A transaction from which the Director, officer, employee, or agent derived an improper personal benefit;

(c) In the case of a Director, a circumstance under which the liability provisions of Florida Statutes Section 607.0834 are applicable; or

(d) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a member, if any, of the Corporation.

ARTICLE X

BYLAWS

The Bylaws of the Corporation shall be adopted by the Initial Directors named herein. Thereafter, the Bylaws of the Corporation may be altered, amended or repealed and new or other Bylaws may be made and adopted by the Board of Directors; provided, however, that such amendments, in whole or in part, must be consistent with law and any provisions of these Articles of Incorporation.

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ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

The power to alter, amend or repeal these Articles of Incorporation shall be vested only in the Board of Directors of the Corporation.

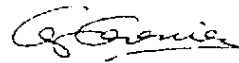
ARTICLE XII
REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the Corporation's initial registered agent and office is: Cogency Global Inc., 115 N. Calhoun St., Suite 4, Tallahassee, FL 32301.

ARTICLE XIII
INCORPORATOR

The name and address of the incorporator is: Guillermo J. Grenier, Ph.D., 241 SW 192nd Terrace, Pembroke Pines, Florida 33029.

Dated: August _23_, 2024



Guillermo J. Grenier, Ph.D.

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to Section 617.0501 of Florida Statutes and having been named as registered agent with the authority to accept service of process on behalf of Cultural Impact Journeys, Inc., at the place designated in these Articles of Incorporation, 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.

/s/Eric Hood

Signature

Eric Hood, Assistant Secretary

Name (Printed)

8/27/2024

Date

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