

N95000001427

ROBERT H. GREGORY
ATTORNEY AT LAW
901 PONCE de LEON BOULEVARD
10th FLOOR-PENTHOUSE SUITE
CORAL GABLES, FLORIDA 33134-3009

ROBERT H. GREGORY
WILLIAM E. GREGORY

TELEPHONE
(305) 446-5144

March 21, 1995

The Secretary Of State, Florida
Division Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100001438051
-03/23/95--01058--015
****122.50 ****122.50

Re: Golden Cross Relief Foundation International, Inc.

Dear Secretary Of State:

Enclosed please find check number 0955 in the amount of \$122.50 payable to the Secretary State of Florida for the incorporation of GOLDEN CROSS RELIEF FOUNDATION INTERNATIONAL, INC. This check is to cover the filing fee, charter tax and certified copy of the charter documents. Also enclosed is the original and one copy of the Articles Of Incorporation.

As my client is very eager to secure the name of GOLDEN CROSS RELIEF FOUNDATION INTERNATIONAL, INC. for his business, time is of the essence and consequently, I would appreciate your immediate attention to this matter. If you have any questions with regard to this, please do not hesitate to contact me.

Very truly yours,

William E. Gregory
WILLIAM E. GREGORY, ESQ.

WEG: mt

encl.

cc: Conrad J. Visser

WEG GAVE
AUTHORIZATION BY PHONE TO
CORRECT principal address
DATE 3/24
DOC. EXAM 276

FILED
95 MAR 23 PM 2 04

Att 3.24

95 MAR 23 11 2 04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GOLDEN CROSS RELIEF FOUNDATION INTERNATIONAL, INC.

ARTICLE I

NAME

The name of this corporation shall be GOLDEN CROSS RELIEF FOUNDATIO: INTERNATIONAL, INC.

ARTICLE II

EXISTENCE

The existence of this corporation shall be perpetual.

ARTICLE III

PURPOSE

(a) The purposes for which the corporation is to be formed are to seek and provide non-United States funds and to administer such funds for scientific, educational, and charitable purposes within the meaning of Title 26, United States Code, Section 501(c)(3), also known as Internal Revenue Code, and to that end to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Trustees, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument by which such property is received, the Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, as may from time to time be permitted to be done by corporations not-for-profit under the applicable statutes of the State of Florida, but not for the pecuniary profit or financial gain of its Trustees or officers.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political

campaign on behalf of any candidate for public office.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Title 26, United States Code, Section 4942, also known as Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not engage in any act of self-dealing as defined in Title 26, United States Code, Section 4941(d), also known as Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not retain any excess business holdings as defined in Title 26, United States Code, Section 4943(c), also known as Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Title 26, United States Code, Section 4944, also known as Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any taxable expenditures as defined in Title 26, United States Code, Section 4945(d), also known as Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of this certificate, the Corporation shall not carry on any activities not permitted by an organization exempt under Title 26, United States Code, Section 501(c)(3), also known as Internal Revenue Code, and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Title 26, United States Code, Section 170(c)(2) of such Code and Regulations, also known as Internal Revenue Code, as they now exist or as they may be amended.

(i) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations which would then qualify under the provisions of Title 26, United States Code, Section 501(c)(3), also known as Internal Revenue Code and its Regulations, as they now exist or as they may be amended.

ARTICLE IV

MEMBERSHIP

(a) Membership in the corporation shall be by nomination to membership by a nominating committee.

(b) The specific requirements for nomination, the nominating procedure and constituency of the nominating committee shall be in accord with the requirements of the By-Laws. The By-Laws may limit the size of the membership and set such criteria for membership as it deems necessary and advisable.

ARTICLE V

BOARD OF TRUSTEES

(a) The corporation shall be managed by a Board of Trustees who shall determine policy which may be administered by a chief executive officer appointed by the Board of Trustees. There may be an executive committee which shall be constituted and have such powers as provided in the By-Laws.

(b) The Board of Trustees shall be composed of not less than three (3), nor more than seven (7) persons. Members of the Board of Trustees shall be members of the corporation or representatives designated by corporate or other entity members

(c) The qualification and other requirements for appointment or election to the Board of Trustees and the term or terms of office of members of the Board of Trustees shall be as set forth in the By-Laws.

(d) The initial Boar of Trustees, who shall serve for one year or until their successors are elected are:

MILTON SOLDANI AFONSO	Rua Constante Ramos, 173/12th floor Copacabana - 22051-010 Rio de Janeiro - Brasil
-----------------------	--

ZILDOMAR DEUCHER	Rua Constante Ramos, 173/12th floor Copacabana - 22051-010 Rio de Janeiro - Brasil
------------------	--

CONRAD J. VISSER	108 Bayberry Road Altamonte Springs, FL 32714
------------------	--

ARTICLE VI

OFFICERS

(a) There shall be the following officers of the corporation: Chairman of the Board and Chief Executive Officer, Vice Chairman of the Board, Secretary, Treasurer, and such other officers as may be required by the By-Laws of the Corporation.

(b) The initial officers, who shall serve for one year after incorporation are:

Chairman of the Board and Chief Executive Officer	MILTON SOLDANI AFONSO
Vice Chairman of the Board	ZILDOMAR DEUCHER
Secretary/Treasurer	CONRAD J. VISSER

ARTICLE VII

BY-LAWS

(a) The By-Laws of the corporation shall be adopted by the Board of Trustees.

(b) The By-Laws may be altered, amended or repealed and new By-Laws be adopted by an affirmative vote of three-quarters (3/4) of the Board of Trustees of the Corporation at any regularly convened or special meeting thereof.

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by affirmative vote of three-quarters (3/4) of the Board of Trustees provided the specific proposed Amendment has been mailed to each member of the corporation at least two weeks prior to the regular or special meeting and a notice of the meeting is similarly provided. The Amendment shall be effective upon acceptance by the Secretary of State.

ARTICLE IX

BEGINNING OF CORPORATE EXISTENCE

The corporate existence shall begin upon acceptance and approval of these Articles of Incorporation by the Secretary of State.

ARTICLE X

REGISTERED AGENT AND OFFICE

Until provided otherwise by the Board of Trustees, the registered agent and registered office shall be:

WILLIAM E. GREGORY, ESQUIRE
901 Ponce de Leon Boulevard
10th Floor - Penthouse Suite
Coral Gables, Florida 33134

ARTICLE XI

SUBSCRIBERS

The subscriber to these Articles of Incorporation and his addresses is:



CONRAD J. VISSER
108 Bayberry Road . also principle address of corporation
Altamonte Springs, FL 32714

ARTICLE XII

ACTION BY TRUSTEES WITHOUT A MEETING

Any action required to be taken at a meeting of the Board of Trustees or any action which may be taken at a meeting of the Board of Trustees or committee thereof may be taken without a meeting if a consent in writing setting forth the action to be so taken signed by all of the Trustees or all of the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board of Trustees or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE XIII

INDEMNIFICATION

The By-Laws may provide for indemnification of the Board of Trustees, officers and employees of the Corporation.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process for the Corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

By: 

WILLIAM E. GREGORY, ESQUIRE

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation this 21st day of March, 1995.



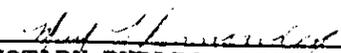
CONRAD J. VISSER

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared CONRAD J. VISSER, to me well known to be the same person described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber and the facts herein are true.

WITNESS my hand and official seal at Coral Gables, Dade County, Florida, this 21st day of March, 1995.



NOTARY PUBLIC, STATE OF FLORIDA



MAY HERNANDEZ
My Commission CC395294
Expires Jul. 25, 1998
Bonded by HAI
800-422-1555

FILED
95 MAR 23 PM 2 04