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DIVISION OF CORPORATIONS TOs

FAX #1 (904)922-4001

FROM: ACE INDUSTRIES. INC.

ACCTR: 070744001830

CONTACT: LYNN FRIEDMAN PHONE: (300)308-2571

FAX N: (305)358-7632

NAME: HONDURAN AMERICAN FOUNDATION. CORP. (FUNDACION HONDUKENA AMERICANA)

AUDIT NUMBER..... H96000012024

DOC TYPE......FLORIDA NON-PROFIT CORPORATION

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# ARTICLES OF INCORPORATION OF HONDURAN AMERICAN FOUNDATION, CORP. (Fundacion Honduroffa Americana) A FLORIDA NONPROFIT CORPORATION

## ARTICLE I NAME

The name of the corporation shall be: HONDURAN AMERICAN FOUNDATION, CORP. (Fundacion Honduraña Americana)

# ARTICLE II DURATION

The Duration of the Corporation is perpetual.

#### ARTICLE III PURPOSES

This corporation is a not-for -profit corporation organized under Chapter 617, Florida Statutes, it is not organized for the private gain of any person. The specific purposes of this Corporation are : a) Charitable, fund - raising for a civic duty of helping needy persons, regardless of their ages, sex, race or creed, in the United States, in Honduras and other countries.

- b) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit comporations.
- c) Provided , however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

#### ARTICLE IV MEMBERS

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The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have the all the rights and previleges of Members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges a are set forth in the

ace industries, inc.

54 NW 11th Street Miami, FL 33136 305-358-2571 305 350 7032

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Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Namo	Address		
Zeida Yelanda Vasquez	17211 N.W. 47 Ave., Miami, Fl. 33056		
Guillermo Alberto Lara Oliva	15909 BW 90th Ct., Mami, Fl.33157		
Haydea Chiu	2821 W. 60th Place, Hislash, Fl.93012		

# ARTICLE V INITIAL REGISTERED AGENT AND OFFICE

The street address of the Initial registered office of the corporation shall be 17211 NW 47<sup>th</sup> Ave., Carol City, Florida 33055, and the name of the Initial Registered Agent for the corporation at that address is Ms. Zeida Vasquez.

## ARTICLE VI INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall have three members, whose names and addresses are;

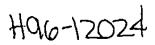
Name	Address	
Zeida Yolanda Vasquez		17211 N.W. 47 Ave., Mlaml, Fl. 33055
Gulilermo Alberto Lara Oliva		15909 8W 90th Ct., Mlami, Fl.33157
Haydee Chiu		2821 W. 80th Place, Hisloah, Fl.33012

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the Bylaws but shall in no case be less then three.

#### ARTICLE VII OFFICERS

The officers of the Corporation shall consist of a President, Secretary and Treasurer. Other officers may be provided for in the Bylaws. Each officer shall be elected by the Board of Directors (and maybe removed by the Board of Directors) at such time and in such manner as may be prescribed in the Bylaws. The name and address of each initial Officer of the Corporation as follows:

Title	Name	Address
President	Zeida Yolanda Vasquez	17211 N.W. 47 Ave., Mjaml, Fl. 33055
Secretary	Guillermo Alberto Lara Oliva	15909 SW 90th Ct., Mlami, Fl.33157
Treasurer	Haydee Chlu	2821 W. 60th Place, Hisleah, Fl,33012



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## ARTICLE V III INCORPORATOR

The name and address of the incorporator is: Ms. Zeida Yolanda Vasquez, 17211 NW 47th Ave., Miami, FL.33055

# ARTICLE IX NONSTOCK BASIS

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida for Not Profit. Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the Bylaws.

# ARTICLE X CORPORATE ADDRESS

The street address of the Corporation's initial principal office is 17211 NW 47th Ave. , Mismi, FL.33055

IN WITNESS WHEREOF, the undersigned has signed these Articles of incorporation on this day of August 1st, 1996.

Incorporator:

Zelda Yolanda Vasquez

STATE OF FLORIDA	<del>-</del>			
The foregoing instrument was execu	ited and ac	knowledged be YOLANOA	efore me this VASqUC2	<u> </u>
(SEAL)	Púl		Dund	Notary
My Commission Expires: 4-17-78			-	

OFFICIAL NOTARY SEAL
MARYELLA FLEISCH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC364922
MY COMMISSION EXP. APR. 17, 1998

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# DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. The: HONDURAN AMERICAN FOUNDATION, CORP. porestion organizing under the laws of the State of Florida, with its principal office located at 17211 N.W. 47th Ave., Miami, FL.33055, has named Zeida Yolanda Vasquez, whose address is 17211 N.W. 47th Ave., Miami, FL.33055, as its Agent to accept service of process within this State.

#### ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Zelda Yolanda Vasquez

#### STATE OF FLORIDA COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared Zeida Yolanda Vasquez, who, after being duly swom, deposas and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WiTNESS my hand and official seal this	day of	
(SEAL)	Many els Steeplession  State of Florida  My Commission  4-17-98	

OFFICIAL NOTARY SEAL

MARYELLA FLEISCH

NOTARY PUBLIC STATE OF FLORIDA

COMMISSION NO. CC364922

MY COMMISSION EXP. APR. 17, 1998

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