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## FLORIDA NON-PROFIT CORPORATION

HEMISPHERE BENEFIT FUND, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

HEMISPHERE BENEFIT FUND, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be:

HEMISPHERE BENEFIT FUND, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS  
AND MAILING ADDRESS

3175 South Congress Avenue, Suite 301  
Palm Springs, Florida 33461

ARTICLE III - PURPOSE

The purpose for which the Corporation is organized is:

To engage in humanitarian projects for the benefit of the people in the Western Hemisphere, including, without limitation, to assist in the financing of hospitals, medical clinics, development of housing, development of recycling projects and agricultural projects for alleviating starvation through local development and training of native individuals for these systems. Under no circumstance shall the Corporation engage in any activity which is of a political, military, or religious nature, and further provided, however, as follows:

(A) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or

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in opposition to, any candidate for public office.

(B) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

(C) In the event of the dissolution of this corporation assets shall be distributed for one or more exempt purposes 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, for a public purpose.

(E) Any other provisions herein notwithstanding, no member, director, officer or private individual shall engage in any act of self-dealing as defined in Section 4941 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, nor retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws; nor make any taxable expenditures as defined in Section 4945 of the Internal Revenue code of 1954, or corresponding provisions of any subsequent Federal tax laws.

#### ARTICLE IV - MEMBERSHIP

The officers and Board of Directors of the Corporation shall be its initial members, and shall be authorized to invite additional persons to be members upon such terms as the Board may, from time to time, establish and incorporate into the Bylaws, including fees, duties and privileges.

The Board may also establish honorary memberships in the Corporation, all as set forth in the Bylaws.

#### ARTICLE V - BOARD OF DIRECTORS

The number, manner of electing and powers of Directors, shall be provided in the Bylaws, and shall initially consist of three (3) members, who shall be Kenneth B. Crenshaw, Phillip T. Crenshaw, and Dr. Christian E. Sanon, whose collective business address is 3175 South Congress Avenue, Suite 301, Palm Springs, Florida 33461.

#### ARTICLE VI - OFFICERS

The corporation shall have a President, Vice President, and

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Secretary and Treasurer; the election, powers, and duties of the officers are as provided in the Bylaws.

ARTICLE VII - LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

KENNETH B. CRENSHAW  
3175 South Congress Avenue, Suite 301  
Palm Springs, Florida 33461

ARTICLE IX - INCORPORATION

The name(s) and the street of the incorporator for these Articles of Incorporation is:

KENNETH B. CRENSHAW  
3175 South Congress Avenue, Suite 301  
Palm Springs, Florida 33461

ARTICLE X - MEMBERSHIP

The officers and Board of Directors of the Corporation shall be its initial members, and shall be authorized to invite additional persons to be members upon such terms as the Board may, from time to time, establish and incorporate into the Bylaws, including fees, duties and privileges.

The Board may also establish honorary memberships in the Corporation, all as set forth in the Bylaws.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as Directors, members, or officers, and their respective heirs, administrators, successors, and assigns from and against any and all

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expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reasons of their being or having been directors, members, or officers, except in relation to matters as to which any such director, member or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any Bylaws, agreements, or otherwise.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 29 day of March, 1999.

  
KENNETH B. CRENSHAW

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared KENNETH B. CRENSHAW, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth, and he is personally known to me, and he did take an oath.

WITNESS my hand and seal this 29 day of March, 1999.

  
Notary Public, State of Florida  
Name:  
My Commission Expires:  
Notary Commission No.:



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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

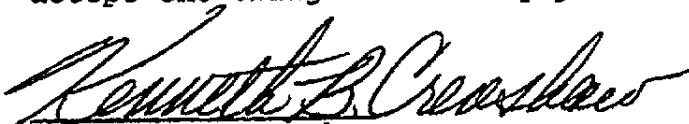
1. The name of the Corporation is:

HEMISPHERE BENEFIT FUND, INC.

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

KENNETH B. CRENSHAW  
3175 South Congress Avenue, Suite 301  
Palm Springs, Florida 33461

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.

  
Kenneth B. Crenshaw

  
Date

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