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AGUSTIN TORRES
1255 NE 142ND ST
NORTH MIAMI FL 33161-2522

Office Use Only

FILED
01 JUN 20 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FL 32391

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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*****78.75 *****78.75

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

Agustin Torres
AUTHORIZATION BY PHONE TO
CORRECT *P. Enc. Add.*
DATE *6-25-01*
DOC. EXAM *WPC*

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

6-25-01
WPC

CERTIFICATE OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

NAME

The name of this Corporation shall be:

Los Yarumales U.S.A. Foundation, Inc

ARTICLE TWO

NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida, being its initial activity to handle necessities of social content such as; housing, development of agricultural nature, education, health issues, preservation of natural resources, and the betterment of the environment developed in Latin America and the necessary activities to assist with the environmental issues associated with these areas of work.

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:

ARTICLE FOUR

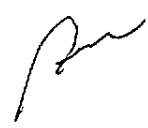
MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than ONE THOUSAND (\$1,000.00) DOLLARS, or such greater amount as required by law.

ARTICLE FIVE

NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director who is a citizen of the United States of America. The Stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of the Corporation, provided that the Corporation at all times has a minimum of one Director.



ARTICLE SIX

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN


AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- A) DESIGNATION: The stock of this Corporation shall be know as Common Stock.
 - B) AUTHORIZED: The minimum number of shares of Common Stock that this Corporation may issue is One Thousand (1000) shares.
 - C) PAR-VALUE: Each share of Common Stock shall have the par-value of ONE (\$1.00) DOLLAR per share.
 - D) CONSIDERATION: Each share of Common Stock shall be issued in exchange for cash, real property, labor rendered, service, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
 - E) NON-ASSESSABILITY: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par-value thereof, and shall be fully paid and non-assessable.
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ARTICLE EIGHT

CAPITAL STOCK Cont'd

F) VOTING RIGHTS: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.

G) CUMULATIVE VOTING: No holder of Common Stock shall be entitled to any right of cumulative voting.

H) DIVIDENDS: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

I) LIQUIDATION RIGHTS: Holders of Common Stock are entitled in the event of the liquidation or dissolution of the Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all debts and obligations.

ARTICLE NINE

REGISTERED ADDRESS AND REGISTERED AGENT

The street address of this Corporation's registered office and the name of its initial registered agent at such address are as follows; The Principal address is the same.

ADDRESS:

1255 Northeast 142nd Street
No. Miami, Florida 33161

NAME:

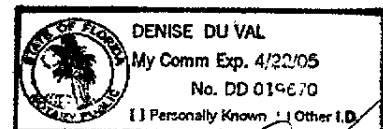
Agustin Torres

I HEREBY AGREE to act as Registered Agent for:

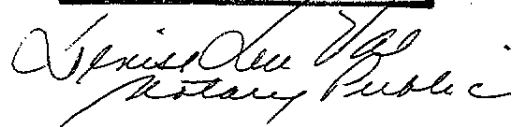
Los Yarumales U.S.A. Foundation, Inc.

and further agree to comply with provisions of all Florida Statutes relative to the proper and complete performance of my duties.


(Registered Agent)



ID #7620-000-29-165
D/L


Notary Public

ARTICLE TEN

SUBSCRIBERS AND DIRECTORS

The undersigned individuals, competent to contract, execute this Certificate of Incorporation as Subscribers and Initial Directors. The undersigned individuals shall hold office as Directors until their successors have qualified, following their election or appointment.

SUBSCRIBER:

Agustin Torres - President

1255 Northeast 142nd Street
No. Miami, FL. 33161

SUBSCRIBER:

Josefina Torres - Vice President

1255 Northeast 142nd Street
No. Miami, FL. 33161

SUBSCRIBER:

Ivy Torres - Secretary

3551 Northeast 169th Street - #401
No. Miami, FL. 33160

SUBSCRIBER:

Fernando Torres - Advisor

Carrera 30 #39A-80 #402
Bogota - Colombia

SUBSCRIBER:

Jose Ricardo Muñoz O.-Accountant

Carrera #47 #12B-50
Bogota - Colombia

IN WITNESS THEREOF, the undersigned subscribers do make subscribe, acknowledge and file this Certificate of Incorporation for the purpose of forming a Corporation for Non-Profit under the laws of the State of Florida.

DATED:

A handwritten signature in black ink, appearing to be a stylized 'P' or similar character, located in the bottom right corner of the document.