



KinderAid Corp.

A Florida Non-profit Public Benefit Corporation

**AMENDED ARTICLES OF
INCORPORATION**

**ARTICLE I
NAME**

1.01 Name

The name of this corporation shall be KinderAid Corp.

**ARTICLE II
DURATION**

2.01 Duration

The period of duration of the corporation is perpetual.

**ARTICLE III
PURPOSE**

3.01 Purpose

KinderAid Corp. is a non-profit corporation and shall operate exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

KinderAid Corp.'s purpose is to improve the lives of underprivileged children, and provide aid in a local and global level.

KinderAid Corp. provides basic essentials such as food and clothing in schools, group homes, and homeless shelters.

Our programs include sending out ambassadors to raise social consciousness about the cause on a local and global level, as well as to hold fundraising events in order to provide immediate assistance to children suffering from malnutrition, are homeless, or are in need of clothing, regardless of their race, ethnicity, or religion.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.02 Public Benefit

KinderAid Corp. is designated as a public benefit corporation.

ARTICLE IV **NON-PROFIT NATURE**

4.01 Non-profit Nature

KinderAid Corp. is organized exclusively for charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of KinderAid Corp. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

KinderAid Corp. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to

any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of KinderAid Corp. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the KinderAid Corp., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the KinderAid Corp. hereunder shall be selected by the discretion of a majority of the managing body of the KinderAid Corp. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the KinderAid Corp. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V **BOARD OF DIRECTORS**

5.01 Governance

KinderAid Corp. shall be governed by its board of directors.

5.02 Directors

The directors of the corporation shall be Brian R. Tye, Francisco Alexander Noguera, and Lisha Natalie Lopez-Garcia.

ARTICLE VI **MEMBERSHIP**

6.01 Membership

KinderAid Corp. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII **AMENDMENTS**

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

KinderAid Corp.
9827 51st Ave. N.
St. Petersburg, FL 33708

The mailing address of the corporation is:

KinderAid Corp.
9827 51st Ave. N.
St. Petersburg, FL 33708

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

InCorp Services, Inc.
17888 67th Court North
Loxahatchee, FL 33470

County: Palm Beach

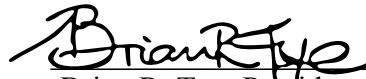
ARTICLE X
INCORPORATOR

The incorporators of the corporation are as follow:

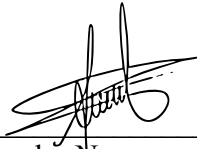
Brian R. Tye
9827 51st Ave. N.
St. Petersburg, FL 33708

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

There are no members or members entitled to vote on the amendments. The above stated Amended Articles of Incorporation of KinderAid Corp. were approved by the board of directors on September 28th 2014 and constitute a complete copy of Articles of Incorporation of the KinderAid Corp.



Brian R. Tye, President
9827 51st Ave. N.
St. Petersburg, FL 33708
UNITED STATES



Francisco Alexander Noguera, Vice-President
35 Rue Pascal
6^{ème} étage Porte 3
75013 PARIS
FRANCE



Lisha Natalie Lopez-Garcia, Treasurer & Secretary
2944 Fruitwood Lane
Jacksonville, FL 32277
UNITED STATES