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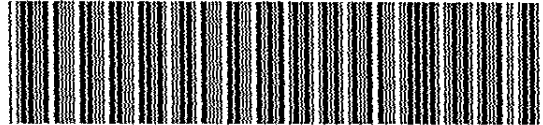
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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The National Institute for Healthful Living, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jean M. Davie's
Name (Printed or typed)

P.O. Box 13681
Address

St. Petersburg, FL 33733-3681
City, State & Zip

727-321-7782
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
The National Institute for Healthful Living, Inc.
(A Corporation Not-For-Profit)

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U.S. DEPT. OF JUSTICE

WE, THE UNDERSIGNED, being natural persons, hereby establish a corporation under Chapter 617, Florida Statutes, as amended, of the Laws of the State of Florida applicable to corporations not-for-profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

ARTICLE ONE - NAME

The name of the corporation, hereinafter called the Corporation, shall be: **The National Institute for Healthful Living, Inc.**

ARTICLE TWO - PURPOSES

The purposes for which the Corporation is founded are:

Section 1:

- (a) To facilitate, educate and institute educational programs, activities and events to promote natural wellness and the incorporation of lifestyle training; to promote health, maintain wellness and disease prevention; to empower people of Urban America who have more common health problems and higher disease risks than the general population to make more informed health choices that utilize natural approaches which create longer and healthier lives; to develop and make available current research and publications of minority health issues and provide recommendations for products and/or services that may promote a total healthful lifestyle.
- (b) To organize a non-profit corporation and to associate together persons, associates and affiliated groups to operate exclusively for all purposes described, permitted and limited in Section 501(c)(3) and Section 401(a) of the 1954 Internal Revenue Code, hereinafter referred to as the Code. For the purposes and powers as set forth in these Articles of Incorporation, references to the provisions of the Code shall be deemed to include Statutes that succeed such provisions and all appropriate regulations and rulings of the Internal Revenue Service pursuant thereto.

- (c) To engage in any and all lawful activities which are pursuant to religious, charitable, scientific, literary or educational purposes only within the meaning of those terms used in Section 501(c)(3) of the Code and the Laws of the State of Florida that are beneficial to the public including, but not limited to, the following enumerated activities:
- (1) To take, accept, hold and acquire by bequest, device, gift, purchase, loan or lease, any property, real, personal or mixed, whether tangible or intangible, without limitation as to the kind, amount or value;
 - (2) To sell, convey, lease or make loans, grants or pledges of any property or any interest therein or proceeds there from, and to invest and reinvest the principal thereof and receipts there from, if any;
 - (3) To borrow money upon and pledge or mortgage any such property for the purpose for which it is organized, and to issue notes, bonds or other forms of indebtedness to secure any of its obligations;
 - (4) To guarantee undertakings, contracts or performances of others;
 - (5) To purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every description;
 - (6) To acquire, and pay for in cash or promissory notes, the goodwill, rights, assets and property, and to undertake or assume the whole or any part of the obligation or liabilities of any person, firm, corporation or association;
 - (7) To acquire, hold, use, sell, assign, lease, in respect of, mortgages;
 - (8) To carry on any of the aforesaid activities or purposes either directly, or as an agent for or with other persons, associations or corporations;
 - (9) To carry on any activity and to deal with and expend any such property or income there from for any of the aforesaid purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Certificate of Incorporation, the Bylaws of the Corporation, or any other limitations as are prescribed by law, provided that no

such activity shall be such as is not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or any corresponding future provision of said Code, and that the Corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in or participate in any political campaign on behalf of any candidate for public office, and provided further that no part of the net earnings of this Corporation shall inure to the benefit of any member or private individual and no member, director or officer of the Corporation shall receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

Section 2:

This Corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part, and otherwise contribute to the purposes of the Corporation as defined in Article Two, Section 1, Paragraphs (a), (b) and (c), or to those organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Code.

ARTICLE THREE - POWERS

This Corporation is to have any and all powers to do any and all things necessary or expedient to carry out the purposes and objectives of this Corporation, subject to these Articles of Incorporation and Bylaws, and shall possess all rights, privileges and immunities and to enjoy all benefits granted corporations under the Laws of the State of Florida, but limited only to such powers that are in furtherance of tax exempt purposes.

ARTICLE FOUR - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE FIVE - PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 2301 22nd Street South, City of St. Petersburg, County of Pinellas, State of Florida, Zip Code 33712, provided that the Corporation shall have the power to conduct its business anywhere within or outside of the State of Florida or the United States of America.

ARTICLE SIX - MEMBERSHIP

Section 1: This Corporation is to be organized upon a non-stock, certificate of membership basis. Such memberships shall be non-redeemable, non-transferable, and non-dividend bearing.

Section 2: Any person who subscribes to the purposes of this Corporation is eligible for membership upon approval by a majority vote of the Corporation at any regular meeting of the Corporation.

ARTICLE SEVEN - SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Jean M. Davies	Post Office Box 13681 St. Petersburg, FL 33733
Joi B. Davies	Post Office Box 13681 St. Petersburg, FL 33733

ARTICLE EIGHT - BOARD OF DIRECTORS

Section 1: The affairs of the Corporation shall be directed by a Board of Directors numbering not less than three (3) nor more than five (5) members. Such directors will be elected at the Annual Meeting of the Corporation.

Section 2: The names of the persons and their addresses constituting the first Board of Directors and who shall be subject to all the provisions of the aforesaid purposes relating to the directors are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Joi B. Davies	Chairman	Post Office Box 13681 St. Petersburg, FL 33733
Marvin Davies	Member	Post Office Box 10597 St. Petersburg, FL 33733
Jean M. Davies	Member	Post Office Box 13681 St. Petersburg, FL 33733
Robyn C. Anderson	Member	3525 Devon Chase Rd. Atlanta, GA 30349

ARTICLE NINE - OFFICERS

The affairs of this Corporation are to be managed by a President/CEO, Vice President/CFO, Secretary, and Treasurer, who shall be elected annually by the members of the Corporation as prescribed in the Bylaws.

ARTICLE TEN - BYLAWS

The Board of Directors of this Corporation may provide such Bylaws not inconsistent with these Articles of Incorporation for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time. The Bylaws of this Corporation may be amended, altered or revised by a two-thirds (2/3) majority vote of the Board of Directors.

ARTICLE TWELVE - AMENDMENTS

The Articles of Incorporation of this Corporation may be amended, altered or revised by a two-thirds (2/3) majority vote of the Board of Directors.


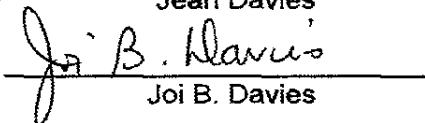
ARTICLE THIRTEEN - REGISTERED AGENT

In accordance with Section 617.0501 and 607.0501 Florida Statutes, Jean M. Davies is hereby designated as the registered agent for services of process within the State of Florida at 2301 22nd Street South, St. Petersburg, Florida 33712.

ARTICLE FOURTEEN - DISSOLUTION

Upon dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the members of the Corporation, but all such property and proceeds subject to the discharge of valid obligations of the Corporation and to the applicable provisions of the Non-Profit Corporation Law under Chapter 617, Florida Statutes, shall be distributed as directed by members of the Corporation among one or more corporations, trusts, United Way, funds or community groups organized and operated exclusively for religious, charitable, scientific, literary or educational purposes; no part of the net earnings of which inure to the benefit of any individual or member, and no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign or the type which qualify for federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1954.

IN WITNESS WHEREOF, the said Subscribers have hereunto set their hands and seals this 4th day of April, 2003.


Jean Davies

Joi B. Davies

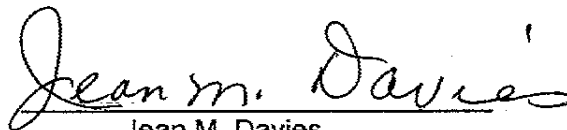
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapters 617.0501 and 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That THE NATIONAL INSTITUTE FOR HEALTHFUL LIVING, INC. with its principal office as indicated in the Articles of Incorporation at 2301 22nd Street South, St. Petersburg, Florida 33712, has named Jean M. Davies as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above Florida Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with provisions of said Act.



Jean M. Davies
Registered Agent