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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-2-15

JAN, 8 2015

S. GILBERT

GRADYLAW™

January 5, 2015

Via Federal Express

Florida Department of State
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Powerly, Inc.

To Whom It May Concern:

Enclosed are an original and one (1) copy of the articles of incorporation for Powerly, Inc. and a check in the amount of \$87.50 for the filing fee, certified copy and certificate of status. Please use the email address, hope@welker-harris.com, for future annual report notifications.

Please contact me should you need additional information. Thank you for your attention to this filing.

Very truly yours,

GRADYLAW™



Alexandra A. Deane

Enclosures

cc: Hope Henry-Banic, *via email with enclosures*

EFFECTIVE DATE 1-2-15

ARTICLES OF INCORPORATION
OF
POWERLY, INC.

FILED

15 JAN -6 PM 2:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a social purpose corporation to be formed under Florida Business Corporation Act, adopts the following Articles of Incorporation.

Article I. The name of the corporation (the "Corporation") is POWERLY, INC.

Article II. The street address of the initial registered office of the Corporation is 720 Fifth Avenue South, Suite 200, Naples, Florida 34102. The mailing address of the Corporation is P.O. Box 10, Naples, Florida 34106.

Article III. The corporation elects to be a social purpose corporation in accordance with Section 607.503, Florida Statutes. The purpose or purposes for which the Corporation is organized are:

To create public benefits by fostering relationships, promoting public health, sustainability and pet wellness and supporting military families; and

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Business Corporation Act.

Article IV. The aggregate number of shares which the Corporation is authorized to issue is one hundred thousand (100,000) shares of common stock, and the par value of each such share is \$.001, amounting in the aggregate to One Hundred Dollars (\$100).

Article V. The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor(s) shall have been elected and qualified is as follows:

Tom Grady
P.O. Box 10
Naples, Florida 34106

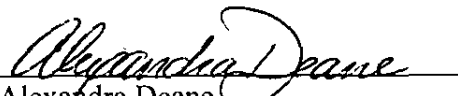
Alexandra Deane
720 Fifth Avenue South, Suite 200
Naples, Florida 34102

Article VI. The name and address of the initial registered agent is Alexandra Deane, 720 Fifth Avenue South, Suite 200, Naples, Florida 34102.

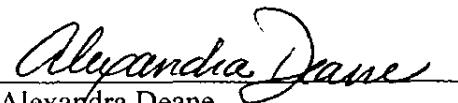
Article VII. The name and address of the sole incorporator is Alexandra Deane, 720 Fifth Avenue South, Suite 200, Naples, Florida 34102.

Article VIII. These Articles of Incorporation are effective on January 2, 2015.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 2 day of January, 2015.


Alexandra Deane
Sole Incorporator

Alexandra Deane, having been designated to act as Registered Agent, hereby agrees to act in this capacity.


Alexandra Deane
Registered Agent