

N00000005066

TRANSMITTAL LETTER

00 AUG -2 AM 8: 37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

000003344340-9
-08/03/00--01001--001
*****70.00 *****70.00

SUBJECT: I'm Somebody, Inc
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
\$ 70.00.

FROM:

Corine V. Wilson
Name (printed or typed)

1073 Chesterfield Circle
Address

Winter Springs, Florida 32708
City, State, & Zip

(407) 331-5665
Telephone Number

8/

W-19013
KR
Rt 8/3/00

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



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 31, 2000

CORINE V WILSON
1073 CHESTERFIELD CIRCLE
WINTER SPRINGS, FL 32708

SUBJECT: I'M SOMEBODY, INC.
Ref. Number: W00000019013

We have received your document for I'M SOMEBODY, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

Your document will be retained in our pending file.

The corporate filing fees for profit and nonprofit, domestic or foreign are as follows:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

If you have any further questions concerning your document, please call (850) 487-6924.

Kimberly Rolfe
Corporate Specialist Supervisor

Letter Number: 700A00041503

Articles of Incorporation

of

I'm Somebody, Inc.

Making a difference.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby set forth these Articles for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, in accordance with the provisions of Chapter 617, Florida Statutes, and further adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the is corporation shall be: I'm Somebody, Inc. (A Corporation Not-For-Profit). Pursuant to section 617.0202, Florida Statutes.

ARTICLE II

PRINCIPAL OFFICE

The principal office for the transaction of business of this corporation is to be located at 1073 Chesterfield Circle, Winter Springs, Florida 32708. Pursuant to section 617.0501 and the mailing address to be the same.

ARTICLE III

PURPOSE

The purpose of this corporation shall be to provide, through a charitable manner educational and self-esteem building services for the disadvantaged and underserved in the Central Florida Area including, but not limited to: Osceola, Seminole, Orange, Brevard, Volusia and Polk Counties, to assist in the provision of basic human needs for all members of these communities, particularly minorities, senior citizens and children, and to enhance their quality of life through education. Providing the underserved with positive productive life management skills to assist in behavior modifications to empower them in making better life choices.

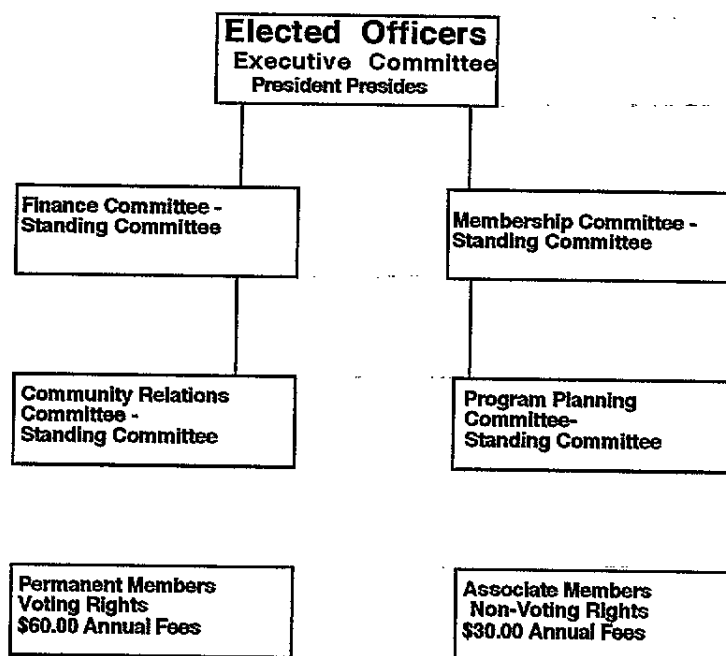
The corporation shall do any and all things, either alone or in cooperation with other organizations or institutions, and either directly or by contribution to such other organizations or institutions, which it may deem necessary or proper in order to carry out its corporate purpose.

The corporation shall have the power to exercise all rights and powers conferred on corporations formed under the Not-For-Profit Corporation Act of the State of Florida, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of this specific and primary purposes of this corporation which are charitable and educational regarding life management skills.

This shall be accomplished by:

1. Conducting educational and informational workshops on self-esteem, and life choices.
2. Distributing literature and videos which will contain and provide more detailed information about positive behavior modifications.
3. Partnering and collaborating with other organizations to provide opportunities to build better or improve self-image thereby increasing self esteem.
4. Offering training to community groups to further make aware and enhance the message of positive behavior modifications and life choices.

Organizational Chart



ARTICLE IV

Manner of Election of Directors/Management

The manner in which the director(s) are elected or appointed are stated in the Bylaws. The affairs of this corporation shall be managed by the membership and its elected officers: President, Vice President, Secretary, Treasurer, etc. and such other officers as may be provided by the **Bylaws**.

ARTICLE V

MEMBERSHIP

The membership of this corporation shall consist of all concerned individuals at least 18 years of age and groups and organizations who are vitally interested in the corporation's mission and purpose. The By-Laws shall provide for Permanent members and Associate members.

A. Membership Criteria

Membership is open to those that are actively involved in or motivated to carry out the mission of the I'm Somebody, Inc. No one expressing a conflict of interest with the I'm Somebody, Inc.'s mission, goals and objectives may be a member. Members are encouraged to fully participate in the activities of the organization. Any member who has been inactive for 12 months shall receive written notice from the Secretary of the I'm Somebody, Inc.'s intent to remove his/her name from the roster. The member will then have thirty (30) days to appeal this action and reactivate his/her status.

B. Recruitment

Recruitment procedures will included personal contact from the I'm Somebody, Inc.'s members and an orientation to the organization.

C. Voting Privileges

Each permanent member has one vote. In his/her absence a designated person may be selected to attend the meeting and vote by proxy in his/her place.

D. Term of Membership

After two years of membership each person is strongly encouraged to take a leadership position.

E. Benefits and Responsibilities of Membership

Members will have the opportunity to help plan and implement comprehensive interventions that may have tremendous potential to improve lives in various disadvantaged communities.

Members will be expected to work within the scope of the I'm Somebody, Inc.'s mission, goals, objectives and principles when representing the organization to the public.

Members will be expected to attend meetings or send an appropriate representative, and to maintain active communication with selected committees.

ARTICLE VI

INCORPORATORS

The names and residences of the incorporator to these Articles of Incorporation are as follows, pursuant to sections: 617.0202 and 617.01201(6)(b), Florida Statutes:

Corine V. Wilson
1073 Chesterfield Circle
Winter Springs, Florida 32708

ARTICLE VII

REGISTERED AGENT

The name, in the State of Florida, of this corporation's initial registered agent for service of process is: Corine V. Wilson. The registered agent's business address is: 1073 Chesterfield Circle, Winter Springs, Florida 32708. Pursuant to sections 617.0501 and 617.0505, Florida Statutes.

By signing this document, I acknowledge my understanding and duties as the registered agent: Corine V. Wilson

Signature of Corine V. Wilson, Registered Agent

ARTICLE VIII

TAX EXEMPTION

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE IX

VOTING

The presence of three (3) members (permanent and associate) shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the membership present at a meeting when a quorum is present, shall be the act of the corporation.

ARTICLE X

DISPOSITION OF PROPERTY

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any officer, or member thereof or to the benefit of any private person. In the event of the dissolution of this corporation, the membership shall, after paying, or making provisions for the payment of, all the liabilities of the corporation, distribute all assets of the corporation exclusively to such organization or organizations established and operated exclusively for charitable, educational, religious, or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code (or the corresponding section of any future United States Internal Revenue Law), as the membership shall determine.

ARTICLE XI

BY-LAWS

The membership of this corporation may provide By-laws inconsistent with these Articles of Incorporation, for the conduct of the corporation's business and the carrying out of its purposes. Such By-laws may be made, amended, altered or rescinded from time to time, in whole or in part.

Any member may propose an amendment at a regular or special business

meeting of the membership at which a quorum is present. The proposal to call a subsequent meeting for the purpose of amending the By-laws shall require approval of all majority of the quorum present.

If so approved, a ten (10) days notice of the meeting and a copy of any proposed amendment which is to be considered at such meeting shall be given to each member, by mail, telephonic notice or email.

Any amendment must be adopted by resolution of two-thirds (2/3) vote of the membership who are actually present at the meeting properly called at which a quorum is present.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION

Amendment to the Articles of Incorporation may be proposed by any member at a regular or special business meeting at which a quorum is present. The proposal to call a subsequent meeting for the purpose of amending the Articles of Incorporation shall require approval of a majority of the quorum present.

If, so approved, a ten (10) days notice of the meeting and a copy of any proposed amendment which is to be considered at such meeting shall be given to each member in writing, by mail, telephonic devise and /or email.

Any amendment must be adopted by resolution of two-thirds (2/3) vote of the membership, of those who are actually present. The two-thirds (2/3) vote requirement means two-thirds (2/3) of those members present at the meeting called for that purpose and not two-thirds (2/3) of the entire board.

The approved amendment(s) shall become final upon filing and approval by the Secretary of the State of Florida.

IN WITNESS WHEREOF, we the undersigned, being the persons named above as the incorporators, have executed these Articles of Incorporation this the 26th day of July, 2000.

Corine V. Wilson

Corine V. Wilson

STATE OF FLORIDA)

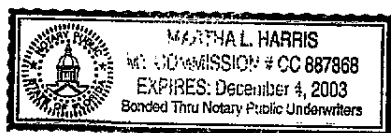
COUNTY OF ORANGE)

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared Corine V. Wilson known to be the person whose name is subscribed to the within instrument; and acknowledged to me that she executed the same. Florida Drivers License was produced as proof of identification.

WITNESS my hand and official seal this 28th day of July, 2000.

Martha L. Harris
Notary Public

My Commission Expires: 12/04/2003



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 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: I'm Somebody, Inc

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

1073 Chesterfield Circle Corine V. Wilson
(Name)

(P.O. Box NOT acceptable)

Winter Springs, Florida 32708

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

SIGNATURE Corine Varn Wilson

DATE July 26, 2000

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314