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March 13, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Via Federal Express

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 14 PM 3:40

Re: **The Etiquette Place, Inc.**

Dear Sir or Madam:

Enclosed for filing is an **original and two copies** of the Articles of Incorporation for **The Etiquette Place, Inc.**, along with the Designation and Acceptance of its Registered Agent.

Also enclosed is our check for \$87.50, payable to the Department of State, to cover the Filing Fee, Certified Copy, and Certificate.

If there are any questions, or problems, please do not hesitate to contact me directly.

Sincerely,



Christopher N. Giuliani
Attorney at Law

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**ARTICLES OF INCORPORATION
OF
THE ETIQUETTE PLACE, INC.
(A Florida Not for Profit Corporation)**

ARTICLE I – NAME.

The name of the corporation shall be: THE ETIQUETTE PLACE, INC.

ARTICLE II – PRINCIPAL OFFICE & MAILING ADDRESS.

The principal place of business of the corporation shall be: 2417 Ninth Street, South, St. Petersburg, Florida 33705. The mailing address of the corporation shall be: Post Office Box 15263, St. Petersburg, Florida 33733.

ARTICLE III – PURPOSE

The corporation is a not for profit corporation . The purposes for which the corporation is organized are to operate exclusively for charitable and educational purposes within the meaning of Internal Revenue Code §501(c)(3), and specifically to work with community organizations to teach and foster social, health, and cultural skills to pre-teen and teenaged children through seminars and on-going interaction programs with the children.

ARTICLE IV – DIRECTORS AND OFFICERS

There shall be a Board of Directors consisting of at least three individuals. The names and addresses of the initial Directors are as follows:

Latarsha Ahmad, 2417 Ninth Street South, St. Petersburg, FL 33705.
Barbara Smiley, 784 Twenty-seventh Avenue South, St. Petersburg, FL 33712
Mattie Atwater, 4300 Navarez Way South, St. Petersburg, FL 33712

Subsequently, all Directors of the corporation are to be selected in the manner set forth in the bylaws. The corporation shall have such Officers, and the manner of their selection shall be, as are set forth in the bylaws

ARTICLE V – INCORPORATORS

The name and address of the incorporator of the corporation is:

Latarsha Ahmad, 2417 Ninth Street, South, St. Petersburg, Florida 33705.

ARTICLE VI – REGISTERED AGENT

The name and street address of the initial registered agent of the corporation is:

Latarsha Ahmad, 2417 Ninth Street, South, St. Petersburg, Florida 33705.

ARTICLE VII – NO MEMBERS

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issues shares of stock.

ARTICLE VIII – LIMITATIONS

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Directors, Officers or other individuals, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to reimburse reasonable expenses properly incurred on its behalf, to its Directors or Officers or other individuals and to make payments and distributions in furtherance of the purposes for which the corporation was organized.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code.

C. Notwithstanding any provision contained herein to the contrary, the corporation's powers shall be further limited as follows:

1. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue code, or the corresponding provisions of any future federal tax code;

2. The corporation will not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code;

3. The corporation will not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code;

4. The corporation will not make any investments in a manner as to subject it to tax under §4944 of the Internal Revenue Code, or the corresponding provisions of any future federal tax code;

5. The corporation will not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code.

ARTICLE VIII – DISSOLUTION

On the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the corporation, shall distribute all the assets of the corporation exclusively for charitable, scientific or education purposes, in such manner and to such organization or organizations qualified as an exempt organization or exempt organizations under §501(c)(3) of the Internal Revenue Code, or to a federal, state, or local government for a public purpose, as the Board of Directors shall determine.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on MARCH 13TH, 2002.




LATARSHA AHMAD, Incorporator

**CERTIFICATE OF DESIGNATION & ACCEPTANCE OF
REGISTERED AGENT & REGISTERED OFFICE**

Pursuant to the provisions of §617.0202 and §617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office, in the State of Florida.

1. The name of the corporation is: THE ETIQUETTE PLACE, INC.
2. The name and address of the registered agent and registered office are:


Latarsha Ahmad
2417 Ninth Street, South
St. Petersburg, Florida 33705



Latarsha Ahmad, Director

3/13/02
Date

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



Latarsha Ahmad, Registered Agent

MARCH 13, 2002
Date

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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