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Division of Corporations

EMMANUEL SHEPPARD & CONDON

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Page 1 of 2

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TALLAHASSEE, FLORIDA

Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

CLOTHE THE CHILDREN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CLOTHE THE CHILDREN, INC.
(A Corporation Not-For-Profit)

The undersigned hereby adopts these Articles of Incorporation to form a Not-For-Profit Corporation pursuant to Chapter 617 of the Florida Statutes.

ARTICLE I

Name and Address

The name of the Corporation shall be Clothe the Children, Inc., (the "Corporation"). The address of its principal office and mailing address is 1142 Harrison Avenue, Gulf Breeze, Florida 32563.

ARTICLE II

Duration

The Corporation shall have a perpetual existence.

ARTICLE III

Purpose Clause

The purposes for which this Corporation is organized are:

A. Said Corporation is organized exclusively for charitable purposes to provide relief of the poor, the distressed, or the underprivileged, 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 the corresponding section of any future federal tax code. More specifically, to receive and administer funds for such charitable purposes, all for the public, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the principal and income therefrom for any of the purposes contain herein, without limitation, except

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such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to §501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of Florida Not-For-Profit Corporation Act for scientific, educational, and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

B. Included among the charitable purposes for which the Corporation is organized, as qualified and limited by subparagraph (A) of this Article III are to collect and distribute new and used clothing to needy children of all ages.

C. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this Corporation is organized.

ARTICLE IV

Restrictions

A. This Corporation is a nonprofit corporation organized pursuant to the Florida Not-For-Profit Corporation Act, and is created, organized, and shall be operated exclusively for educational, charitable, scientific and literary purposes.

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B. The Board of Directors shall at all times endeavor to operate and conduct the affairs of the Corporation so that each contribution to it shall qualify and be allowable to the donor thereof as a charitable deduction for federal, income, estate and gift, and generation-skipping tax purposes under applicable law.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with §501(h) of the Internal Revenue Code of 1986, as now in force or later amended) and the Corporation shall not participate in or intervene in (including 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

D. All of the property of this Corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used for exclusively public purposes as the Board of Directors shall determine. Any such assets not so disposed of by the Board of Directors shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the Corporation is then located, exclusively to such organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body, as such court shall determine. In no event shall the net income, assets or the property of the Corporation, or the proceeds of any

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of such assets or property, upon dissolution, go, be distributed to, or inure to the benefit of any director, officer or member of the Corporation or private individual [unless they or it qualifies under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended], either for reimbursement of any sums subscribed, donated or contributed by such party, or for any other purpose.

ARTICLE V
Capital Stock

The Corporation shall have no capital stock and shall not be authorized to issue capital stock.

ARTICLE VI
Members

The Corporation shall have members, unless the by-laws shall provide that the Corporation shall not have members. Qualification, voting and other rights of such members and the manner of their election or appointment shall be as set forth in the by-laws. If the by-laws provide that the Corporation shall not have members, the board of directors shall have all of the powers that the members would otherwise have, including, but not limited to, the power to elect or appoint directors and the power to amend these articles of incorporation.

ARTICLE VII

Liability

None of the directors or officers of this Corporation shall be personally liable for its debts, liabilities or obligations.

ARTICLE VIII

Activities of Corporation

Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

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ARTICLE IX

Directors and Officers

The directors and officers of the Corporation shall occupy those positions designated in the by-laws, and the directors and officers shall be appointed and shall govern in accordance with the provisions of the by-laws. The Corporation may by its bylaws make any other provisions or requirements for the arrangement or conduct of business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Bylaws

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XI

Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

ARTICLE XII

Indemnification

This Corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporations Act and the Florida Business Corporation Act from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by such acts, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members (if any) or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, personal representatives and administrators

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of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XIII

Incorporator

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Sharon Coogle	1142 Harrison Avenue, Gulf Breeze, FL 32563.

ARTICLE XIV

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is, 1142 Harrison Avenue, Gulf Breeze, Florida 32563, and the initial registered agent of this Corporation is Sharon Coogle.

IN WITNESS WHEREOF, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, I have executed these articles of incorporation, this 21 day of May, 2003.

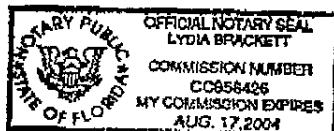

Sharon Coogle, Incorporator

STATE OF FLORIDA)
COUNTY OF Escambia)

Before me, the undersigned Notary Public in and for said County and State, personally appeared Sharon Coogle known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same.

IN WITNESS WHEREOF, I have set my hand and seal this 21st day of May, 2003.

(SEAL)




Notary Public in and for the State of Florida

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Acceptance of Registered Agent

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR CLOTHE THE CHILDREN, INC., A FLORIDA CORPORATION, (THE "CORPORATION"), IN THE FOREGOING ARTICLES OF INCORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION OF THE CORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT, ON BEHALF OF THE CORPORATION, AND ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND AGREES TO ACCEPT THE OBLIGATIONS AND RESPONSIBILITIES IMPOSED UPON REGISTERED AGENTS FOR THE CORPORATION AND FURTHER AGREES TO COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND TO ACCEPT THE DUTIES AND OBLIGATIONS OF SECTIONS 617.0501, 617.0502, 617.0503, 617.0504 AND 48.091, FLORIDA STATUTES.

Dated May 21, 2003


Sharon Coogle, Registered Agent

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TALLAHASSEE, FLORIDA

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