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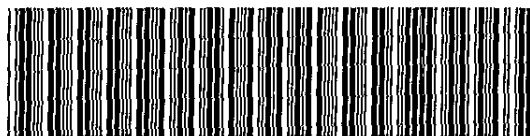
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7/28/03

TRANSMITTAL LETTER

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

SUBJECT: BE THERE, 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: Mary Waithaka
Name (Printed or typed)

3 Woodgate Court
Address

Ormond Beach, Florida 32174
City, State & Zip

(386) 677-7553
Daytime Telephone number

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

**Articles of Incorporation
For
BE THERE, Inc.**

Pursuant to the provisions of Chapter 617, Florida Statutes (Not for Profit), the undersigned adopt(s) the following Articles of Incorporation:

Article I - Name

The name of the Corporation shall be, **BE THERE, Incorporated.**

Article II - Term of Existence

This Corporation shall have perpetual existence

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TALLAHASSEE, FLORIDA

Article III - Principle Place of Business and Mailing Address

The principle place of business and mailing address for the Corporation shall be 3 Woodgate Court, Ormond Beach, FL 32174. The Corporation may establish other principal places of business and other offices, either within or without the State of Florida, as the Corporation may from time to time determine.

Article IV - Purpose of Corporation

The Corporation is organized exclusively for charitable, religious, educational, literary, the prevention of cruelty to children, and scientific purposes, the making of disruptions to organizations that qualify as exempt organizations under section 501©(3) of the internal Revenue Code, or the corresponding section of any future federal tax code.

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to the aforementioned purposes.

Article V - Limitation of Corporate Powers

The Corporation's operating activities shall be restricted by and comply with the following conditions:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to it members, trustees, officers, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distribution in furtherance of the purposes set forth in Article III herein.
2. 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.
3. 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 section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended.

Article VI - Manner of Election of Directors

The initial Corporation Directors shall be appointed by the incorporator for a specified period of time and/or until such time that the first annual board meeting is held where new directors may be appointed.

Article VII - Directors

The names and addresses of the initial Directors of the Corporation are as follows:

1. Mary Waithaka-----3 Woodgate Court Ormond Beach, Florida 32174
2. Harrison Waithaka-3 Woodgate Court Ormond Beach, Florida 32174
3. Lence Hagewood---420 Rosehill Drive Goodlettsville, Tennessee 37072
4. Delores Gibson-----112 Dianna Drive Daytona Beach, Florida 32114
5. Shirley Smith-----121 Aletha Drive Daytona Beach, Florida 32114
6. Anne Njuguna-----1660 Paradise Lane Daytona Beach, Florida 32119

Directors of the Corporation shall all voting rights as provided in Florida Statutes for nonprofit organizations and the By-Laws of the Corporation.

Article VIII - Voting Rights

Article IX - Officers

The officers of the Corporation shall include a President, Vice President, Recording Secretary, Financial Secretary, Treasurer, and such other officers as may be provided for in the Corporation Bylaws and decided upon by majority vote of the Directors of the Corporation. The officers of the corporation are as follows.

- President - Mary Waitthaka
- Vice President - Harrison Waitthaka
- Recording Secretary - Delores Gibson
- Financial Secretary - Lenee Hagewood
- Treasurer - Harrison Waitthaka

Article X - Indemnification

shall indemnify to the full extent permitted by the State of Florida, nonprofit and statutes, a director or officer of the Corporation who was wholly successful, on or officer is or was a director or officer of the corporation against reasonable expenses incurred by the director or officer in connection with the proceeding. indemnify an individual or officer made a party to the proceedings because the director, officer, employee or agent of the corporation against liability if after determination, in the manner required by the board of directors, director, officer, employee or agent, as the case may be, is permissible in The indemnification and advancement of attorney fees and expenses and agents of the corporation shall apply when such request while a director, officer, employee, or agent of the

Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Restated Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees and expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall be otherwise affected. All references in these Restated Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

Article XI - Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XII- Effective Date

These Articles of Incorporation shall be effective immediately upon approval by the Florida Secretary of State, Division of Corporations.

Article XIII - Initial Registered Agent

The name and street address of the initial registered agent for these restated articles of incorporation is:

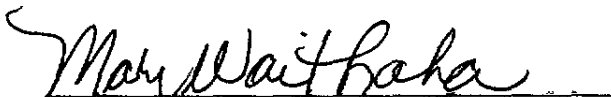
Mary Waithaka, 3 Woodgate Court, Ormond Beach, FL 33174

Article XIV - Incorporator(s)

The name and street address of the incorporator for the Corporation is as follows:

Mary Waithaka, 3 Woodgate Court, Ormond Beach, FL 33174

The undersigned incorporator has executed these Articles of Incorporation for the 1st day of August, 2003.



Mary Waithaka, Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 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:


BE THERE, INC.

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

Mary Waithaka
3 Woodgate Court
Ormond Beach, FL 33174

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act to this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of any duties, and I am familiar with and accept the obligation of my position as registered.


Signature

August 1, 2003

Date