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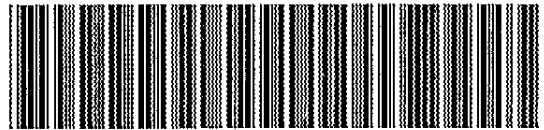
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03 DEC 15 AM 11:28

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TRANSMITTAL LETTER

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

Subject: Grassroots Solutions Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25 for immediate processing, filing fee, certified copy and certificate.

Thank you in advance for your cooperation.

From: Grassroots Solutions Inc.
c/o Denise Mayo
916 1/2 East Orange Street
Lakeland, Fl 33801
(863) 838-3916

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

Article I. Name.

The name of the corporation shall be:

Grassroots Solutions, Inc.

Article II. Principal place of business and mailing address.

The principal place of business and mailing address of this corporation shall be:

916 ½ East Orange Street
Lakeland, FL 33801

Article III. Purpose(s).

The specific purpose(s) for which the corporation is organized are:

Grassroots Solutions is a statewide democratically-run network of individuals committed to creating a better community of families by sharing life-skills and experiences, providing education and training, and implementing social, recreational, and cultural activities within the community rooms of federally assisted housing to the resident families. Grassroots' Solutions is to assist families having the will and interested in knowing the way towards believing and achieving success in education, finances, personal growth and any and all other goals thereby creating healthier beings in all areas of life.

Grassroots Solutions will implement after school homework assistance computer labs within the federally assisted housing community rooms for resident use, to educate and empower residents to form active tenant associations and become stakeholders of their immediate community to increase awareness and education levels, self sufficiency, financial and personal growth. Grassroots Solutions will provide outreach and training to recruit volunteers to serve in their community by any means necessary while obtaining assistance toward their own goals.

Grassroots Solutions is a multicultural, grass-root controlled organization accessible to all members, ethnic groups, economic levels, ages, all abilities, geographic areas and linguistic groups.

Article IV. Manner of election of Directors.

The Board of Directors is that group of persons vested with the management of the business and affairs of the Corporation subject to Florida law, the Articles of Incorporation, and by-laws. The Board of Directors may delegate the management of the day-to-day operation of the business of the Corporation to the Executive Director,

provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. The Board of Directors is responsible for enabling the organization to achieve its vision and mission by being an advocate, ensuring the establishment and implementation of appropriate policies and procedures, actively participating in strategic planning and resource development, and exercising stewardship.

The Board of Director shall consist initially of the subscribers to these Articles of Incorporation who shall serve until a elected Board is constituted in accordance with the By-Laws. As soon as practicable hereafter the subscribers shall meet and adopt By-Laws which shall prescribe the number of directors, the manner chosen and the manner of filling vacancies. The Board of Directors shall never be less than three (3). The terms of the directors shall be prescribed in the By-Laws.

Article V. Membership.

Grassroots Solutions is a multicultural, grass-root controlled organization accessible to all members, ethnic groups, economic levels, ages, all abilities, geographic areas and linguistic groups.

Associate affiliation membership is open to business owners, non-profit organizations, and individuals sharing the mission and goals of Grassroots Solutions and specifically provide support through in-kind services and/or financial support toward success of organizational goals. Associate affiliation members will be designated as non-voting members.

Article VI. Registration Fees and Dues.

Grassroots Solutions shall require a one time registration fee of \$50 for lifetime of membership. \$20.00 Membership Dues shall be required on a monthly basis or \$200.00 up front on or before January 31st annually at a \$40.00 discount.

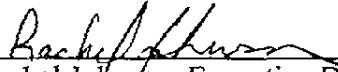
Article VII. Initial registered agent and street address.


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

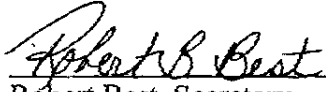
Rachel Johnson
5136 Cimarron Drive
Lakeland, FL 33813

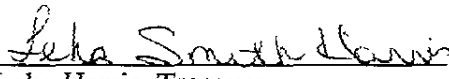
Article VIII. Incorporators.

The name and the street addresses of the incorporators for these articles of incorporation areas follows:


Rachel Johnson, Executive Director
5136 Cimarron Drive
Lakeland, FL 33813


Denise Mayo, President
916 ½ East Orange Street
Lakeland, FL 33801


Robert Best, Secretary
2526 Sea Oats Circle South
Lakeland, FL 33815


Leha Harris, Treasurer
1315 W. 14th Street Apt. M-129
Lakeland, FL 33805

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Certificate of Designation of Registered Agent/Registered Office


SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the corporation is:

Grassroots Solutions, Inc.

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

Rachel Johnson
5136 Cimarron Drive
Lakeland, FL 33813



Rachel Johnson, Registered Agent

12/8/03
Date