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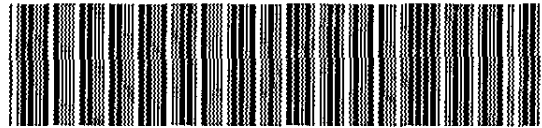
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EFFECTIVE DATE

12-29-03

RECEIVED

03 DEC 31 PM 4:43

CLERK OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

03 DEC 31 PM 2:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

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

SUBJECT: M.Y. MOTHERS, 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: Stephen Kershaw  
Name (Printed or typed)

1539 East Indianhead Drive  
Address

Tallahassee, FL 32301  
City, State & Zip

(850) 942-4422  
Daytime Telephone number

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

**Articles of Incorporation of  
M.Y. MOTHERS, Inc.  
A Florida Not For Profit Corporation**

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE ONE. NAME EFFECTIVE DATE  
12-29-03

The name of this corporation is M.Y. MOTHERS, Inc. (hereinafter called the "corporation").

**ARTICLE TWO. STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Part I of Chapter 617 of the Florida Statutes.

**ARTICLE THREE. PURPOSES**

The specific and primary purposes for which this corporation is formed are to promote a culture of life through faith, hope, and charity, and particularly to nurture Mentors (M.) of Youth (Y.) and MOTHERS.

The general purposes for which this corporation is formed are to operate exclusively for such cultural, charitable, religious, and educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

**ARTICLE FOUR. DEDICATION OF ASSETS**

This corporation may receive and administer funds for cultural, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the corporation, to exercise all powers necessary or convenient to the furtherance of the purposes for which the corporation is organized; and to exercise all powers granted to a not for profit corporation under Florida law. In addition to the powers specified, the corporation shall have the additional powers specified in its bylaws.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or any private individual, 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 Article Three.

This corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

#### **ARTICLE FIVE. MEMBERSHIP**

The corporation shall have members and the manner of their admittance shall be in accordance with the bylaws. The qualifications, rights, privileges, and duties of the members of the corporation shall be as set forth in the bylaws of the corporation. The directors shall from time to time prescribe other classes of membership and the form and manner in which application may be made for membership.

#### **ARTICLE SIX. LOCATION OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered office of the corporation is 1539 East Indianhead Drive, Tallahassee, Florida, 32301.

The name of the initial registered agent at such address is Stephen Kershaw.

#### **ARTICLE SEVEN. INITIAL DIRECTORS**

Management of the corporation shall be vested in the corporation's Board of Directors, the members of which shall be not less than three. The number and method of election of the directors of the corporation who shall serve following the terms of the initial directors of the corporation shall be as stated in the bylaws.

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Josephine Mendoza Kershaw  
1539 East Indianhead Drive  
Tallahassee, Florida 32301

Stephen Kershaw  
1539 East Indianhead Drive  
Tallahassee, Florida 32301

Nkechi Ijomah  
603 Fulton Road #185  
Tallahassee, Florida 32312

#### **ARTICLE EIGHT. INCORPORATOR**

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

Stephen Kershaw  
1539 East Indianhead Drive  
Tallahassee, Florida 32301

#### **ARTICLE NINE. INDEMNIFICATION**

Private property of the incorporators, directors, trustees, or officers of the corporation shall not be subject to the payment of any corporate debts, liabilities, or obligations. To the fullest extent permitted by the law of the State of Florida, the corporation shall indemnify any director or officer of the corporation for any liability arising by virtue of such directors or officers' position or former position with the corporation.

#### **ARTICLE TEN. DISTRIBUTION OF ASSETS**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for cultural, charitable, religious, or educational purposes which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

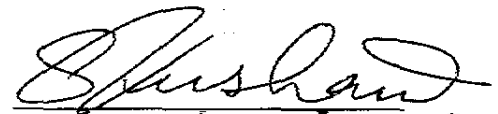
#### **ARTICLE ELEVEN. AMENDMENT OF ARTICLES**

The Board of Directors of the corporation may amend these Articles of Incorporation as it may deem necessary for the conduct of its business and the carrying out of its purposes. Upon written or oral notice, the Articles of Incorporation may be amended or rescinded by a majority vote of the Board of Directors of the corporation, in accordance with procedures established in the bylaws.

#### **ARTICLE TWELVE. EFFECTIVE DATE**

The incorporation of M.Y. MOTHERS, Inc. shall become effective on December 29, 2003. This corporation is to exist perpetually unless dissolved according to law.

IN WITNESS WHEREOF, the undersigned, being the incorporator for the purpose of forming this nonprofit corporation under the Laws of the State of Florida have executed these articles of incorporation on December 29, 2003.

  
Dec 29, 2003  
Stephen Kershaw, Incorporator

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

Pursuant to the provisions of Section 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:

M.Y. MOTHERS, INC.

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

STEPHEN KERSHAW

(Name)

1539 EAST INDIAN HEAD DRIVE

(P.O. Box NOT acceptable)

TALLAHASSEE, FL 32301

(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



Date

12/31/03