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(Business Entity Name)

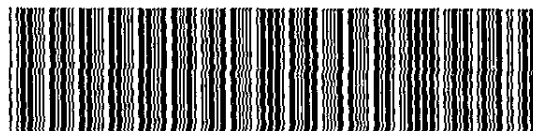
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W05-53688



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12/02/05--01048--023 **78.75

2005 JAN-9 AM 11:06
TALLAHASSEE, FLORIDA

1/10/06

COVER LETTER

2006 JAN -9 AM 11:06

STATE
TALLAHASSEE FLORIDA

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

SUBJECT:

Mastering Minds, 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:

Carolyn Shines
Name (Printed or typed)

9702 Port Colony Way
Address

Tampa, FL 33615
City, State & Zip

(813) 765-1163
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

06 JAN -9 AM 11: 20

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

December 6, 2005

CAROLYN SHINES
9702 PORT COLONY WAY
TAMPA, FL 33615

SUBJECT: MASTERING MINDS, INC.
Ref. Number: W05000053688

We have received your document for MASTERING MINDS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

An effective date **may** be added to the Articles of Incorporation **if a 2006 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 805A00070513

2006 JAN -9 AM 11: 06
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Mastering Minds, Inc.**

2006 JAN -9 AM 11:06

STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Mastering Minds, Inc.
9702 Port Colony Way, Tampa, Florida 33615-4222

ARTICLE II

Duration

The period for which the Corporation is organized shall be perpetual.

ARTICLE III

Exempt Purposes

The Corporation is organized and shall operate as an exempt religious, charitable and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future tax code as amended without profit to any officer or director and the Corporation.

ARTICLE IV

Specific Purposes

The Corporation is incorporated under the laws of the State of Florida specifically to assist State and Federal agencies and the residents of the Tampa Bay Area and its surrounding communities located in Hillsborough County to educationally, spiritually, and physically aid and support the underprivileged. Subject to the limitations set forth in Article III, the Corporation may also engage in all other activities which are permissible by law.

ARTICLE V

Membership

The Corporation shall not have any members.

ARTICLE VI

Directors

The number of directors constituting the initial board of directors is [three (3)]. The management of this corporation shall be vested in a Board of Directors. The numbers of directors and the method of selecting shall be fixed by the bylaws of this corporation, provided that the initial directors shall be three (3) no more than seven (7). The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

Carolyn Shines, Chairperson, 9702 Port Colony Way, Tampa, Florida 33615
Andrea Green, Secretary, 2211 Cornell Drive, Riverview, Florida 33569
Gayla McDowell, Treasurer, 8208 Swann Hollow Drive, Tampa, Florida 33647

ARTICLE VII

Prohibitions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 of Corporation set forth in Articles III and IV hereof. 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 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Code by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the

assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court 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 IX

Registered Agent and Office

The name of the Corporation's initial registered agent and the street address of the initial registered office in Florida is Carolyn Shines, 9702 Port Colony Way, Tampa, Florida 33615.

ARTICLE X

Incorporator

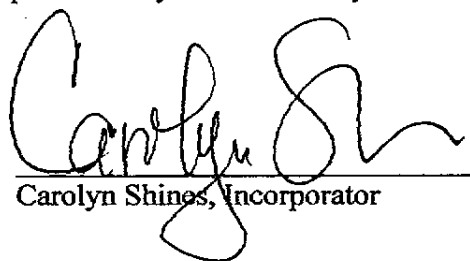
The name and address of the Incorporator is Carolyn Shines, 9702 Port Colony Way, Tampa, Florida 33615

ARTICLE XI

Indemnification

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or while a director of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation or of a partnership, joint venture, trust or other incorporated or unincorporated enterprise, including service with respect to employee benefit plans or trusts, whether the basis of such proceeding is alleged action or inaction in an official capacity as a director, officer, partner, trustee, employee or agent or in any other capacity while serving as a director, officer, partner, trustee, employee or agent shall be indemnified and held harmless by the Corporation to the fullest extent authorized by Chapter 617, Florida statutes as the same exists or may hereafter be amended and pursuant to the Corporation's bylaws as such bylaws may be amended.

Dated: Monday, November 28, 2005


Carolyn Shines, Incorporator

2006 JAN -9 AM 11:06

**Certificate of Designation
Registered Agent / Registered Office**

STATE
TALLAHASSEE FLORIDA

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 AND REGISTERED AGENT IN THE STATE OF FLORIDA.

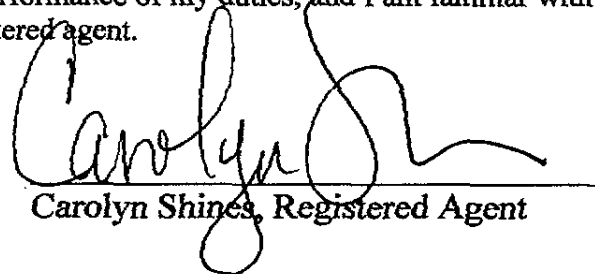
The name of this corporation is **Mastering Minds, Inc.** – a Florida Corporation Not for Profit.

The name and address of the registered agent is Carolyn Shines at 9702 Port Colony Way, Tampa, Florida 33615-4222.

Acceptance by Registered Agent

Having been named as registered agent to accept service of process for the above named 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.

12/16/05
Date


Carolyn Shines, Registered Agent