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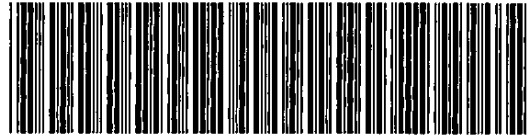
(Business Entity Name)

(Document Number)

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FILED
06 OCT 25 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

28-01-06

Serving The
ONE

P.O. Box 13195
St. Petersburg, FL 33733-3195
727-864-0002
billcarpenter@tampabay.rr.com

September 29, 2006

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

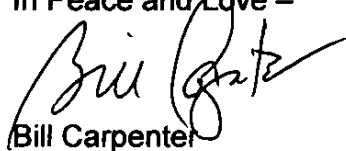
SUBJECT: SERVING THE ONE, INC.

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for \$87.50:

FILING FEE, CERTIFIED COPY AND CERTIFICATE OF STATUS

From: Bill Carpenter
7300 Sunshine Skyway Lane, S #207
St. Petersburg, FL 33711
727 687 1955

In Peace and Love –


Bill Carpenter



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 4, 2006

BILL CARPENTER
7300 SUNSHINE SKYWAY LANE, S #207
ST. PETERSBURG, FL 33711

SUBJECT: SERVING THE ONE, INC.
Ref. Number: W06000043641

We have received your document for SERVING THE ONE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

Please change the heading for the corporation to articles of incorporation. You have it listed as the by laws. We do not file bylaws. Therefore, if this is your articles of incorporation, please put that on the paperwork.

An effective date may be added to the Articles of Incorporation if a 2007 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) 245-6047.

Carolyn Lewis
Document Specialist
New Filing Section

Letter Number: 606A00058878

ARTICLES OF INCORPORATION

ARTICLE I – NAME

The name of the Corporation shall be SERVING THE ONE, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II – PRINCIPAL OFFICE

The principal office of the Corporation shall be at 7300 Sunshine Skyway Lane, S, #207, St. Petersburg, FL 33711 or in other such place within the service areas of the Corporation, Pinellas or Hillsborough County, Florida, as the Board of Directors shall from time to time designate and the mailing address of the corporation shall be P.O. Box 13195, St. Petersburg, FL 3373-3195.

ARTICLE III – PURPOSE

The Corporation is organized and shall be operated exclusively for charitable and educational purposes as a tax exempt entity under Section 501(c)3 of the Internal Revenue Code of 1986, as amended, and in accordance with Florida Statutes, Chapter 617, for the purpose of the Corporation shall be to promote activities and opportunities for dialog and interaction between the people of Pinellas/Hillsborough Counties toward building a community of understanding, safety and support for all people.

Further, SERVING THE ONE creates a community where the natural expression of our humanity flourishes.

Further, SERVING THE ONE transforms our community where the natural expression of our humanity flourishes.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. General Powers: The affairs of the Corporation shall be managed by a Board of Directors (the "Board") that shall exercise all such powers and authority as are expressly or by implication conferred on it by the Articles of Incorporation, these bylaws and the laws of the State of Florida.

Section 2. Duties of the Board of Directors: The Board shall conduct the business of the Corporation, including oversight of financing and administration of any property acquired by the Corporation or projects undertaken by it.

Section 3. Qualification of Directors: All Board members shall be residents of the service areas of the Corporation, and shall be committed to carrying out the

purpose of the Corporation as defined in Article III of these bylaws. Board members shall demonstrate their commitment to the purpose of the Corporation by following these bylaws and the criteria for Board members which the Board may from time to time adopt. Board members shall also observe the confidentiality of all information designated as confidential which pertains to the Corporation, including, but not limited to that which pertains to the Corporation's projects, other Board members and Board business. The Board of Directors shall strive to maintain diversity within its membership. All Board members may be subject to other qualifications, that from time to time, the Board may deem necessary.

Section 4. Number of Directors: The Corporation shall have no fewer than five (5) Directors, nor more than nine (9) Directors. The minimum number of Directors may be decreased or the maximum may be increased only by amendment to these bylaws

Section 5. Board of Directors: Each Director shall be elected by a majority of the existing members and shall hold office for a term of two (2) years and until the qualifications of a successor are met, or for a Director elected to fill a vacancy, the term shall be for the time period remaining in that vacancy. No Board member shall serve more than three (3) successive terms on the Board. Elections shall be held annually in December with the term of office beginning January 1st of the following year.

Section 6. Compensation: No Director shall be entitled to receive any salary or compensation for service on the Board of Directors. However, nothing herein shall be construed to prevent a Director for receiving payment or reimbursement of expenditures reasonably incurred on behalf of the Corporation.

Section 7. Vacancies: Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a simple majority of the remaining Directors, even though less than a quorum of the Board of Directors remains.

Section 8. Removal of Directors: Directors may be removed for cause, by a two-thirds vote of the incumbent Board of Directors, provided they are given advance written notice of the charges against them and are given an opportunity to respond to the charges at the next regularly scheduled meeting of the Board of Directors. A Director may resign by giving written notice directed to the President or Secretary of the Corporation, such resignation shall be effective upon delivery of such notice to the designated officers. A Director shall also be considered to have resigned if she/he fails to attend three (3) Board meetings in a one-year period without cause.

Section 9. Monthly and Annual Meetings: The Board of Directors shall meet at least monthly at such place as the Board shall from time to time designate. The annual meeting of the Board of Directors shall be held during the month of

January of each year. No notice shall be required with respect to any Board meeting except as otherwise provided in these bylaws.

Section 10. Special Meetings: Special meetings of the Board of Directors may be called by the President of the Board of Directors, or by any two (2) Directors. Notice of the time and place of special meetings shall be given to each Director, first, by person or by telephone at least two (2) days prior to the meeting, or, if necessary, second, by written notice sent by first class mail to each Director and mailed at least five (5) days before the meeting. Attendance at Board meetings by non-Board members shall be at the discretion of the Board.

Section 11. Waiver of Notice: Notice of any special meeting of the Board of Directors shall be deemed to have been validly given to any Director who signs a waiver of notice either before or after the meeting.

Section 12. Quorum: A simple majority of the Directors in office shall constitute a quorum for the transaction of business. A quorum is required for the conduct of any regular, special or annual meeting of the Board of Directors, but a lesser number may adjourn any meeting duly called. If a quorum is established at the outset of any meeting, the affirmative vote of the majority of the Directors present at the meeting shall be the act of the Board of Directors. After a quorum has been established at any meeting of Directors, the subsequent withdrawal of Directors, so as to reduce the number of Directors entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting. Each Director of the Corporation shall be entitled to one (1) vote on each matter submitted to a vote of a meeting of Directors.

Section 13. Manner of Voting and Procedure: At all meetings, except for the election of officers and directors, all votes shall be via voice. Ballots shall be provided for elections of officers and board members. Ballots shall contain no markings or indications that might tend to indicate the person who has cast the ballot. At any regular or special Board meeting, if the majority requests, any questions or action may be voted in a manner or style preferred by the majority of those present.

Section 14. Action Without a Meeting: Any action required to be taken or which may be taken at any meeting of the Directors of the Corporation may be taken without a meeting provided that all Directors are notified and a majority executes consent in writing to the proposed action taken. This consent and the action shall be reported in the minutes of the next regularly scheduled Board meeting.

Voting by electronic mail is permitted as deemed necessary by the Board of Directors provided electronic mail ballots are sent to both the President and the Secretary of the Corporation. For all votes that require electronic mail ballots, the President and Secretary shall at the conclusion of such balloting certify in writing

the results of such voting and copies attached to the minutes of the next meeting of the Board.

Section 15: Indemnification of Directors: The Corporation shall indemnify any Director or Officer, or former Director or Officer of the Corporation, or any person who may have served at its request as a Director or Officer, against expenses actually and necessarily incurred by her/him in connection with the defense of any action, suit or proceeding in which she/he is make a party by reason of being or having been such Director or Officer, except in relation to matters as to which she/he shall be adjudged in such action, suit or proceeding to be liable for negligence, misconduct, willful misfeasance or malfeasance in the performance of her/his duties. The Corporation may also reimburse any Director or Officer for the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of Directors not involved in the matter in controversy (whether or not a quorum) that it was in the interest of the Corporation that such settlement be made and that such Director or Officer was not guilty of negligence, misconduct, willful misfeasance or malfeasance. Such rights of indemnification and reimbursement shall be deemed exclusive of any other rights to which such Director or Officer may be entitled under these bylaws, written agreement or otherwise.

ARTICLE V – OFFICERS

Section 1. Election and Term: The Officers of the Corporation shall consist of President, Vice-President, Secretary and Treasurer, and such other Officers as the Board may deem necessary. Officers shall be elected by the Board of Directors from among its members at the time of the Annual meeting. The Officers shall take office immediately after their election. Officers shall serve one year terms. A Director may hold two or more offices, except one person may not serve as both President and Secretary simultaneously.

Section 2. Transfer of Records: All corporate records shall be transferred from the outgoing officers to the incoming officers immediately following their installation.

Section 3. Vacancies: All interim vacancies shall be filled by an active member of the Board of Directors by a simple majority vote of the remaining Officers, subject to approval by a simple majority of the Board of Directors.

Section 4. Removal of Officers: Officers may be removed for cause provided they are given advance written notice of the complaint(s) against them and are given an opportunity to respond to the complaint(s) at the next regularly scheduled meeting of the Board of Directors. An officer shall be removed by a two-thirds vote of the Board of Directors.

Section 5. Duties of the Officers: The Officers of the Corporation shall perform the following duties:

- A. **President:** The President shall be the Corporation's official representative, shall preside at all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors.
- B. **Vice-President:** The Vice-President shall assist the President in the performance of the duties of the office as requested by the President and shall perform such other duties as may be prescribed by the Board of Directors. The Vice-President shall also perform the duties and exercise the powers of the President at the request of or due to the absence or disability of the President.
- C. **Secretary:** The Secretary shall ensure that a complete record of all meetings of the Corporation and of the Board of Directors is kept and that all notices required by law and these bylaws are served. The Secretary shall make all reports required by law and shall perform such other duties as may be prescribed by the Board of Directors.
- D. **Treasurer:** The Treasurer shall ensure that full and accurate accounts of receipts and disbursements are kept, that yearly balance and revenue and expense statements detailing the financial condition of the Corporation as of the close of the immediately preceding fiscal year are maintained and shall perform such other duties as may be prescribed by the Board of Directors.

Section 6. Compensation: No officer shall for any reason of his/her office be entitled to receive any salary or compensation for the performance of his/her duties but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for the duties other than that of director or officer.

Section 7. Bonding: The Corporation shall take whatever steps necessary to provide for the bonding of any person who may be authorized by these bylaws to have access to the funds of this Corporation. The bond shall be in the amount of at least \$5,000.

Section 8. Debt Limit: No officer of the Corporation shall be authorized to incur debts on behalf of the organization without the prior approval of a majority of the Board of Directors except for those funds from the petty cash allotment, the total available determined by the Board.

Section 9. Contracts: No contract may be made or agreed upon between any organization, individual, or group and the Corporation without the approval of a majority of the Board of Directors.

ARTICLE VI – INITIAL REGISTERED AGENT

The initial registered agent is Bill Carpenter, who resides at 7300 Sunshine Skyway Lane, S #207, St. Petersburg, FL 33711.

ARTICLE VII – INCORPORATOR

The Incorporator is Bill Carpenter, who resides at 7300 Sunshine Skyway Lane, S #207, St. Petersburg, FL 33711.

ARTICLE VIII – BOOKS AND RECORDS

Section 1. Maintenance and Location: The Corporation shall keep correct and complete books and record of accounts, minutes of the proceedings of its Board of Directors, and an updated list of the name and addresses of all Board members at its principal office or, in the absence of a principal office, they shall be kept by the Secretary.

Section 2. Member's Inspection Rights: Any Board member, upon submitting a written request to the President and Secretary of the Board of Directors, shall have the right to examine, in person, at any reasonable time for any proper purpose, the relevant books and record of accounts, minutes and records of the Corporation.

Section 3. Fiscal Year: The fiscal year of the Corporation shall commence on the 1st day of January and terminate on the 31st day of December.

ARTICLE IX – SALARIES

Section 1. Employees: The Executive Committee of the Board of Directors shall hire and fix the compensation of any and all employees which they, in their discretion, may determine to be necessary to conduct the business of the organization.

ARTICLE X – DISSOLUTION OF ASSETS

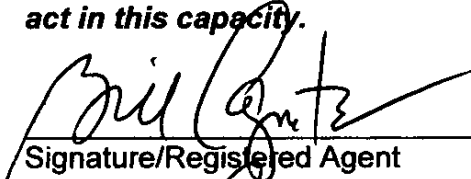
Upon dissolution and liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation used exclusively for the purposes of the Corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt

organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, as the Board of Directors may determine.

ARTICLE XI – AMENDMENT OF BYLAWS


These bylaws may be amended or rescinded by a two-thirds vote of the Board of Directors at any regular meeting of the Board of Directors following thirty (30) day advance written notice to the Directors of such proposed bylaws changes or revision.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

9/29/06
Date



Signature/Incorporator

9/29/06
Date

FILED
06 OCT 25 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA