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FLORIDA PROFIT/NON PROFIT CORPORATION

Be a Butterfly, Inc.

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**ARTICLES OF INCORPORATION
OF
BE A BUTTERFLY, INC.**

The undersigned incorporator hereby forms a not-for-profit corporation (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name

The name of the Corporation is Be A Butterfly, Inc.

ARTICLE II

Principal Place of Business

The Corporation's principal place of business is located at 1326 Hatcher Loop Drive, Brandon, Florida 33511.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for educational and charitable purposes, including, but not limited to, educating teenage girls about social and relationship issues, peer pressure, substance use and abuse, sexuality, and hygiene.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto, the Corporation shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE V

Directors

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time, and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three (3) directors. The name and address of each initial director of the Corporation who shall serve until his or her successor is duly elected and qualified are:

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<u>Name</u>	<u>Address</u>
Danielle Koebel	1326 Hatcher Loop Drive Brandon, Florida 33511
Samantha Folk	2885 NE 31 st Place Ocala, Florida 34479
Amy Grizzard	2503 Cub Place Seffner, Florida 33584

ARTICLE VI**Bylaws**

The power to adopt, alter, amend, or repeal the Corporation's bylaws shall be vested in the board of directors of the Corporation.

ARTICLE VII**Amendment**

These articles of incorporation may be amended in the manner provided by law.

ARTICLE VIII**Dissolution**

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

ARTICLE IX**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 4221 W. Boy Scout Boulevard, Suite 1000, Tampa, Florida 33607, and the name of its initial registered agent at such address is CFRA, LLC.


ARTICLE X**Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
David P. Burke	4221 W. Boy Scout Boulevard Suite 1000 Tampa, Florida 33607

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IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 1st day of May, 2007.



David P. Burke
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the duties and obligations of its position as registered agent.

Dated this 1st day of May, 2007.

CFRA, LLC,
a Florida limited liability company

By: 

David P. Burke

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