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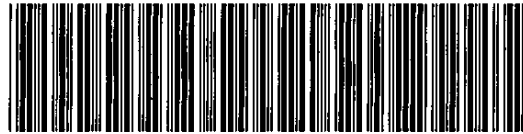
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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07 DEC 12 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KS

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of GIRLS ON THE RUN OF VOLUSIA COUNTY, INC.

Gentlemen:

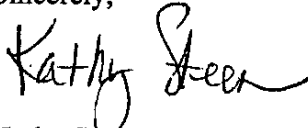
Enclosed herewith is an original and one copy of the proposed Articles of Incorporation and Designation of Registered Agent for GIRLS ON THE RUN OF VOLUSIA COUNTY, INC.

Also enclosed is my check in the amount of \$87.50, made payable to Department of State, representing the filing fee, certified copy and certificate.

Please forward the certificate to me in the self-addressed envelope provided when available.

Thank you very much for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Kathy Steen". The signature is written in dark ink and is positioned above the printed name.

Kathy Steen

/bj
Enclosures

**ARTICLES OF INCORPORATION
OF
GIRLS ON THE RUN OF VOLUSIA COUNTY, INC.**

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07 DEC 12 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Not for Profit corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be GIRLS ON THE RUN OF VOLUSIA COUNTY, INC.

ARTICLE II

PRINCIPAL OFFICE

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

490 Ridge Boulevard
DeLand, FL 32724

ARTICLE III

PURPOSE

The general nature of business to be transacted by this corporation is to educate and prepare girls for a lifetime of self-respect and healthy living through running, and to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected shall be pursuant to the bylaws of the

corporation.

ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial resident agent are:

Kathy Steen
490 Ridge Boulevard
DeLand, FL 32724

ARTICLE VI

INCORPORATOR

The name and street address of the Incorporator to these articles of incorporation are:

Kathy Steen
490 Ridge Boulevard
DeLand, FL 32724

ARTICLE VII

DIRECTORS

The initial directors who shall hold office until their successors are elected pursuant to the bylaws are:

LITZA TAYLOR
1672 N. Stone St.
DeLand, FL 32720

PEGGY FITZSIMMONS
1597 Masterpiece Way
DeLand, FL 32724

KAREN WEISS
975 Island Grove Dr.
DeLand, FL 32724

ARTICLE VIII

DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) 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

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on the date of filing.

IN WITNESS WHEREOF, I, KATHY STEEN, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 6 day of December, 2007.

Kathy Steen
KATHY STEEN

STATE OF FLORIDA


COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 6 day of December, 2007, by KATHY STEEN, who is X personally known to me or who has produced _____ as identification and who did/did not take an oath.

Karen R. Underhill (SEAL)
NOTARY PUBLIC
State of Florida at Large

My Commission Number/Expires:

August 21, 2009

NOTARY PUBLIC-STATE OF FLORIDA
 Karen R. Underhill
Commission # DD447980
Expires: AUG. 21, 2009
Bonded Thru Atlantic Bonding Co., Inc.

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

Pursuant to the provisions of Section 607.0501 05 617.0501, 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 GIRLS ON THE RUN OF VOLUSIA COUNTY, INC.

ACKNOWLEDGMENT:

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

KATHY STEEN
490 Ridge Boulevard
DeLand, FL 32724

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 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: Kathy Steen
KATHY STEEN

Date: 12-6-07

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07 DEC 12 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA