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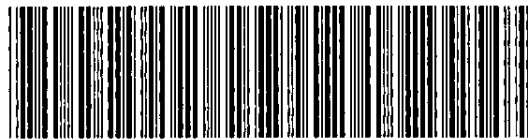
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# AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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April 25, 2008

## VIA HAND DELIVERY

Secretary of State  
2661 Executive Center Circle West  
Tallahassee, Florida 32301

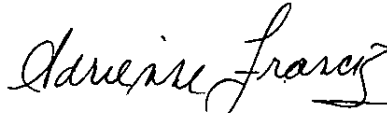
Re: Angels Attic of Tallahassee, Inc.

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation. Also enclosed is our check in the amount of \$78.75 for the filing fee and a certified copy.

I would appreciate your calling me at 425-5482 when the certified copy is ready, and I will arrange for someone to pick it up. Please do not hesitate to call me if you have any questions.

Sincerely,



Adrienne U. Francis  
Paralegal

Enclosures

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**ARTICLES OF INCORPORATION OF  
ANGELS ATTIC OF TALLAHASSEE, INC.**

**A Florida Not-for-profit Corporation**

The undersigned, who is a citizen of the United States, desires to form a non-profit corporation under the "Florida Not For Profit Corporation Act" (Chapter 617, Florida Statutes) and does hereby certify:

**Article 1.  
Name**

The name of this Corporation shall be Angels Attic of Tallahassee, Inc.

**Article 2.  
Principal Office**

The principal street address and mailing address of the Corporation shall be 704 Riggins Road, Tallahassee, Florida 32308.

**Article 3.  
Purpose**

The Corporation shall be a nonprofit organization formed and operated exclusively for the purpose of furnishing clothing and accessories at no cost to girls in various foster care programs administered by the Florida Department of Children and Families and/or community based programs operating under the umbrella of Big Bend Community Based Care, Inc., and shall include the acceptance from any party, from time to time, of contributions to be used or applied exclusively for the purpose set forth above, and other charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

**Article 4.  
Corporate Powers**

The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article 3 above. Specifically, no part of the assets or the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer, director, member, or any other person, 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 3 above. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not

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participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable. Unless otherwise indicated, as used in this Article 4 and hereinafter, all section references are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

#### **Article 5.**

#### **Non-stock Corporation and Members**

This Corporation shall not have capital stock.

#### **Article 6.**

#### **Board of Directors**

Section 6.01. The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors (the "Board"), the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of at least one (1) member. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

Section 6.02. The initial Board of Directors of the Corporation shall consist of two (2) members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

<u>Name</u>	<u>Address</u>
Suzanne D. Cognitiona	1704 Riggins Road Tallahassee, Florida 32308

#### **Article 7.**

#### **Officers**

The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as set forth in the Bylaws of the Corporation. The same person may hold two or more offices. The election of officers; their terms of office; the persons who may serve in an office, and their duties and responsibilities shall be controlled by the Bylaws.

The officers who will serve until their successors are elected are:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Suzanne D. Coggnetta	President	1704 Riggins Road Tallahassee, Florida 32308
Suzanne D. Coggnetta	Secretary/ Treasurer	1704 Riggins Road Tallahassee, Florida 32308

### **Article 8.** **Amendments**

These Articles of Incorporation may be amended by the affirmative vote of at least two-thirds of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

### **Article 9.** **Dissolution**

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed (i) for one or more exempt purposes to any organization which shall then be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 as applicable, (ii) to the federal government for a public purpose, or (iii) to a state or local government for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes, or, as the said court shall determine, to one or more such organizations as have been organized and operated exclusively for such purposes. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

### **Article 10.** **Registered Office and Registered Agent**

The name and Florida street address of the Registered Agent of the Corporation are as follows:

M. Julian Proctor  
227 South Calhoun Street  
Tallahassee, Florida 32301

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

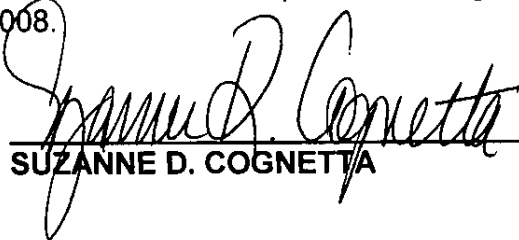
  
M. Julian Proctor, Registered Agent

**Article 11.**  
**Incorporator**

The name and address of the incorporator of the Corporation are:

<u>Name</u>	<u>Address</u>
Suzanne D. Cognitiona	1704 Riggins Road Tallahassee, Florida 32308

IN WITNESS WHEREOF, we have executed these Articles of Incorporation of Angels Attic of Tallahassee, Inc. on this 25th day of April, 2008.

  
SUZANNE D. COGNETTA

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