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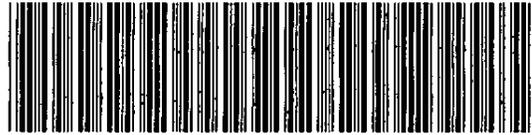
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COVER LETTER

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

SUBJECT: Woman to Woman Global Mentorship, 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: Gail Gardner
Name (Printed or typed)

4905 Pine Needle Drive
Address

Orlando, FL 32808
City, State & Zip

407-294-9883
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
Woman to Woman Global Mentorship, Inc.
A Non Profit Corporation

The undersigned, being over the age of eighteen (18) years and competent to contract, for the purpose of organizing a Corporation not-for-profit pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I
NAME**

The name of this Corporation shall be Woman to Woman Global Mentorship Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The physical and mailing address of the principal office of Woman to Woman Global Mentorship, Inc., shall be 4905 Pine Needle Dr. Orlando, FL 32808.

**ARTICLE III
PURPOSE AND POWERS**

(1) The purpose for which the Corporation is organized and operated is exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Such purposes shall include the following:

(a) Mentoring women who are underprivileged whether through economic crisis or incarceration.

(2) As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:

(a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.

(b) To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credits.

(c) To acquire, own, lease, mortgage and dispose of property both real and personal.

(d) To accept property and donations in trust for religious or charitable purposes.

(3) The property of the Corporation is irrevocable dedicated to religious, educational and charitable purposes, and no part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay

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reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes.

(a) No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(b) The Corporation shall not:

(1) operate for the purpose of carrying on a trade or business for profit;

(2) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or

(3) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE IV MANNER OF ELECTION

Directors shall be elected as set forth in the Corporation's Bylaws.

ARTICLE V INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The name and street addresses of the initial directors of this Corporation are:

Gail Gardner - **President** -4905 Pine Needle Dr. Orlando, FL 32808.

Ms. Audrey Folson-**Treasurer** 7731 Rex Hill Trail Orlando, FL 32818

Gwendolyn Elliott-McIntosh- **Secretary**- 40 West 135th Street New York, NY 10037

ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE

The name and address of the registered agent shall be as follows:

Gail Gardner 4905 Pine Needle Dr. Orlando, FL 32808

ARTICLE VII INCORPORATOR

The name and street address of the Incorporator is:

Gail Gardner 4905 Pine Needle Dr. Orlando, FL 32808

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**ARTICLE VIII,
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE IX
INDEMNIFICATION**

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation. Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities nor permitted to be carried on:

(1) by a corporation/organization exempt from Federal income tax under Section 501 (c)(3) of the I.R.S. Code (or corresponding section of the any future Federal tax code) or

(2) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the I.R.S. Code (or corresponding section of any future Federal tax code.)

(b) Upon dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

**ARTICLE X
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

Gail F. Gardner 6/16/08
Signature Incorporator Date

GAIL F. GARDNER 6/16/08
Print Name/Title Date

Having been named as registered agent to accept services 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.

Gail F. Gardner 6/16/08
Signature Incorporator Date

GAIL F. GARDNER 6/16/08
Print Name/Title Date

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