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TALLAHASSEE, FLORIDA

t. Burch JUL 17 2008

Kate Osterloh
13654 Bluewater Circle
Orlando, FL 32828
407-310-0778

July 9, 2008

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

Re: Articles of Incorporation Filing

I enclose an original and one (1) copy of the proposed Articles of Incorporation of Spoon in the Hand, Inc.

Please file the Articles of Incorporation and return a Certificate of Incorporation (or file-stamped copy of the original Articles) to me at the above address.

A check in the amount of \$87.50, made payable to your office, for total filing and processing fees is enclosed.

Sincerely,

A handwritten signature in black ink, appearing to read "Kate Osterloh", written in a cursive style.

Kate Osterloh, Incorporator

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

The Articles of Incorporation of the undersigned desiring to form a Non-Profit Corporation under the Non-Profit Corporation Laws of Florida do hereby certify:

Article 1

The name of the corporation shall be Spoon in the Hand, Inc.

Article 2

The principal street address is 13654 Bluewater Circle Orlando, FL 32828.

Article 3

The primary purpose for which the corporation is organized will be connecting existing humanitarian organizations in active conflict and crises zones around the world for the purpose of fundraising, networking, and aiding their work in needed areas of concern including education, economics, politics, religion, charities and the arts. The secondary purpose will be assisting the formation of humanitarian organizations where none are currently at work.

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code.

Article 4

The manner in which the directors are elected or appointed is by majority vote of the initial trustees and/or any future members of the said corporation's board of directors.

Article 5

The names and addresses of the initial directors of this corporation are:

Kate Osterloh
13654 Bluewater Circle
Orlando, FL 32828

Maggie Konstanski
1715 E Arden Drive
Bloomington, IN 47401

Aaron Godwin
236 Prairie Dune Way
Orlando, FL 32828

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article 6

The name and Florida street address of the registered agent of this organization is

Aaron Godwin
236 Prairie Dune Way
Orlando, FL 32828

Article 7

The name and address of the Incorporator is

Kate Osterloh
13654 Bluewater Circle
Orlando, FL 32828

Article 8


The property of this corporation is irrevocably dedicated to charitable and educational purposes. Upon the dissolution of the corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax-exempt status under §501(c)(3) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by §501(h) of the Internal Revenue Code), and this corporation 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these articles.

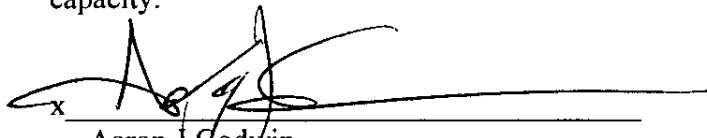
Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under §170(c)(2) of the Internal Revenue Code.

The undersigned incorporator declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true and correct.

x 
Kate Osterloh
13654 Bluewater Circle
Orlando, FL 32828

Date: July 14 2008

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

x 
Aaron J. Godwin
236 Prairie Dune Way
Orlando, FL 32828

Date: 7/14/08