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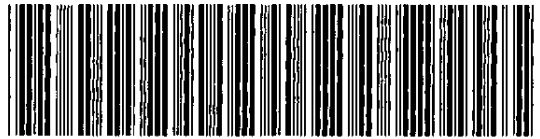
(Business Entity Name)

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2008 SEP 11 PM 4:30
SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

C-8.9-11

COVER LETTER

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

SUBJECT: Virtue Us Magazine, Incorporated
(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: Colandra D. Jones
Name (Printed or typed)

2891 S. Conway Road Unit 360
Address

Orlando, FL 32812
City, State & Zip

601-832-2928 / 407-246-3415
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
VIRTUE US MAGAZINE, INCORPORATED**

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2009 SEP 11 PM 4:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Virtue Us Magazine Incorporated, Winter Park, Florida, do voluntarily associate themselves to form a nonprofit corporation under the laws of the State of Florida and do hereby certify:

ARTICLE I - NAME OF CORPORATION

The corporate name of this corporation shall be Virtue Us Magazine, Incorporated.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICES

The principal offices of said corporation shall be located at 677 Dunbar Street in the city of Winter Park, FL 32789, Orange County, Florida.

ARTICLE III - PURPOSE

SECTION A. - THE PRIMARY PURPOSE

This corporation is organized exclusively for the following purposes: charitable, scientific, literary, and educational within the meaning of section 501© (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501©(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. All funds, whether income or principal and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

The Mission Statement for this Corporation is as follows: *"The mission of Virtue Us Magazine, a ministry that promotes the uncompromised gospel of Jesus Christ, is to unite, support, and enrich the lives of women throughout the world by enhancing their faith through the principles that strengthen mind, body, spirit, fellowship, and purpose."*

ARTICLE IV - EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the

corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the non-profit corporate purposes set forth in the above stated Article.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE V – NONDISCRIMINATORY POLICY

This corporation and no part thereof shall discriminate against any person that chooses to do any kind of business with said corporation. This corporation accepts any race, color, national and ethnic origin to enjoy all of the rights, privileges, programs and activities generally accorded or made available to the general public.

ARTICLE VI - DURATION

The duration of the corporate existence shall be perpetual unless otherwise deemed by the Board of Directors, as set out in Article IX.

ARTICLE VII - BOARD OF DIRECTORS

The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation. The civil officers of the corporation shall be the President, Vice-President, Secretary, Chief Financial Officer, and other such officers, as the corporation shall establish. This corporation shall have no members.

Appointment to this Board of Directors shall be done by the President and then reviewed and approved by the standing Board of Directors.

(A) The President shall preside at all meetings and shall make an annual report of the status and condition of the corporation to the Board of Directors. The President shall perform all duties attendant to that office and is responsible for overseeing the initial as well as final approval of all production and procedure of the corporation.

(B) The Vice-President shall preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall perform other duties as requested and

assigned by the President and is responsible for assisting the President in the overseeing the initial as well as final approval of all production and procedure of the corporation.

(C) The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

(D) The Chief Financial Officer (CFO) shall be responsible for approving all financial transactions, preparing a budget for the corporation, and keep regular books of account. They shall deposit and disburse the funds of the corporation in payment of the just demands against the corporation or as may be required of them.

THE INITIAL BOARD OF DIRECTORS / OFFICERS

The members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly chosen and qualified, or removed as provided in the bylaws. The number of Directors constituting the first Board of Directors is 6, their names and addresses being as follows:

<u>Name</u>	<u>Address</u>	<u>City/State</u>	<u>Title</u>
Ms. Natalie C. Barnes	677 Dunbar Street	Winter Park, FL	President
Ms. Colandra D. Jones	2891 S. Conway Rd. Unit 360	Orlando, FL	Vice-President
Dr. Ella M. Barnes	756 Welch Hill Circle	Apopka, FL	Secretary
Ms. Lakisha N. Hull	364 S. Cottage Hill Road	Orlando, FL	Board Member
Ms. Teneshia Jennings	5270 Millenia Blvd. Unit 304	Orlando, FL	Board Member
Ms. Patricia Jean-Pierre	9069 LeeVista Blvd. Unit 1209	Orlando, FL	Board Member

THE BOARD OF DIRECTORS / OFFICERS

The members of the Board of Directors shall serve for a 1 year term. The members may be reappointed or their successors will be duly chosen and qualified or removed as provided in the bylaws. The maximum number of Directors constituting the Board of Directors is 7.

ARTICLE VIII - PERSONAL LIABILITY

No Officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the Officer(s), or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE IX - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the

corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c) (1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine. Upon the unanimous agreement of the entire Board of Directors, this corporation can be dissolved.

ARTICLE X - BYLAWS

Bylaws of the corporation may be made, altered, or rescinded by the members of the corporation at any regular meeting with a majority of the Board of Directors present.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended upon two thirds majority vote by the Board of Directors. Proposed amendments presented in writing prior to the established cut off date of the meeting at which the proposed amendment is to be acted upon.


AMENDMENT EFFECTIVENESS QUALIFICATION

Amendments to the Articles of Incorporation, when approved by a two thirds majority vote of the Board of Directors present and voting as provided in Article VII, must also be forwarded to the Florida Secretary of State Office and filed before the same shall become effective.

ARTICLE XII - REGISTERED AGENT

Colandra D. Jones
2891 S. Conway Road Unit 360
Orlando, FL 32812

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 the appointment as the registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statues 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 of the Registered Agent

9/9/08
Date

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TALLAHASSEE, FLORIDA

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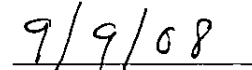
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ARTICLE XIII - THE INCORPORATOR

Natalie C. Barnes
677 Dunbar Street
Winter Park, FL 32789



Signature of the Incorporator



Date