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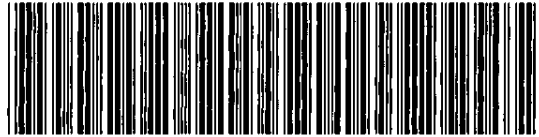
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TALLAHASSEE, FLORIDA

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November 4, 2008

Secretary of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Incorporation for Volunteer Orlando, Inc..

Dear Sir/Madam:

Enclosed please: (A) the original signed articles of incorporation for Volunteer Orlando, Inc.; and (B) a check in the amount of \$70.00, to cover the filing fee. Please file the articles of incorporation and send notification of same to the above address.

If you have any questions or need further information, please do not hesitate to contact me at the above telephone number. Thank you for your assistance.

Very truly yours,



Edward R. Alexander, Jr.

Enclosures.

**ARTICLES OF INCORPORATION
OF
VOLUNTEER ORLANDO, INC.
a Florida not-for-profit corporation**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a not for profit corporation under the laws of the State of Florida.

Article I. Name

The name of this corporation (the "**Corporation**") shall be:

VOLUNTEER ORLANDO, INC.

Article II. Principal Office

The address of the principal office and mailing address of the Corporation is 43 E. Pine Street, Orlando, FL 32801.

Article III. Purpose and Activities

Section 1. The Corporation is organized exclusively for charitable, scientific, educational, and literary purposes, including, but not limited to, supporting the efforts of non-profit community organizations to secure volunteers for their activities and undertakings, and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "**Code**"). Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any activities not permitted to be carried on by (A) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (B) by a corporation, where contributions to such corporation are deductible under Section 170(c)(2) of the Code.

Section 2. Subject to the limitations set forth in Section 1 of this Article III, the Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

Section 3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, officers, or other private persons, 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 this Article, subject to the other limitations set forth in these Articles pertaining thereto. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation

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shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 4. In the event the Corporation is classified as a private foundation under the Code, then the Corporation: (A) shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under the Code, and (B) shall not engage in any act of self-dealing, retain any excess business holdings, make any investments in such manner as to subject itself to Federal income tax, nor make any taxable expenditures (all as defined in the applicable sections of the Code).

Article IV. Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

Article V. Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 43 E. Pine Street, Orlando, FL 32801, and the name of the initial registered agent of this Corporation at that address is Scott Kotroba.

Article VI. Directors

Section 1. The initial number of Directors of this Corporation shall be seven (7).

Section 2. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws of this Corporation, but there shall always be at least one Director. The terms of the members of the Board of Directors may, in accordance with the Bylaws of this Corporation, be in excess of one (1) year, but not more than three (3) years. The terms of the members of the Board of Directors may staggered in up to three (3) nearly equal groups. The Board of Directors shall thereafter be self-perpetuating.

Section 3. Directors, as such, shall not receive compensation for their services. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 4. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefore.

Section 5. Members of the Board of Directors shall be elected and may be removed in accordance with the Bylaws of the Corporation.

Section 6. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled for the balance of the term of such Director by the remaining members of the Board of Directors of this Corporation.

Article VII. Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Scott Kotroba	43 E. Pine Street Orlando, FL 32801

Article VIII. Amendment to Articles

These Articles of Incorporation may be amended by the Board of Directors and otherwise in the manner provided by law.

Article IX. Bylaws

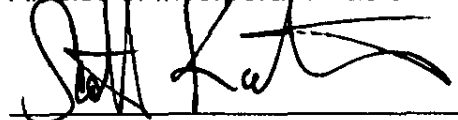
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the members entitled to vote thereon, and the members may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

Article X. Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

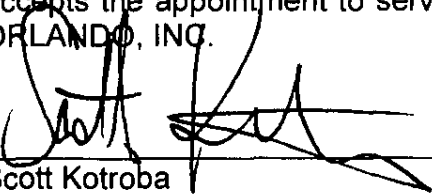
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of October 15, 2008.



Scott Kotroba

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of VOLUNTEER ORLANDO, INC.



Scott Kotroba

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