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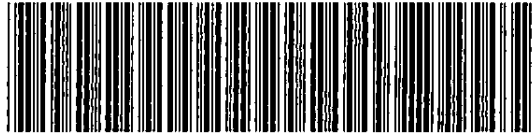
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
2009 OCT -7 PM 2:28

gf 10/08/09

BRETT & REYNOLDS, P.A.

ATTORNEYS AT LAW

ROBERT J. REYNOLDS

DUNNELLON OFFICE:

20093 EAST PENNSYLVANIA AVE. #4

POST OFFICE DRAWER 2480

DUNNELLON, FLORIDA 34430

PHONE: (352) 489-6290

FAX: (352) 489-8702

W. JOSEPH REYNOLDS (1931-2007)

H. JAMES "BO" BRETT (1926-2002)

OCALA OFFICE:

KINGSLAND PLAZA - SUITE #122

8810 S.W. HIGHWAY 200

OCALA, FLORIDA 34481

PHONE: (352) 854-4011

FAX: (352) 854-7218

REPLY TO: Dunnellon Office

October 6, 2009

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Filing Articles of Incorporation for DUNNELLON COMMUNITY THRIFT SHOP, INC.

Dear Sir/Madam:

Enclosed herewith are the executed original and one (1) copy of the Articles of Incorporation for the above-referenced corporation.

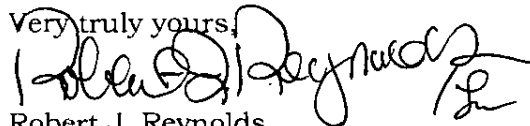
I have also enclosed my trustee check made payable to the Florida Department of State in the amount of \$87.50 to cover the costs of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Certificate of Status	\$ 8.75
Registered Agent Designation	\$ 35.00
TOTAL	\$ 87.50

Please file the original Articles and return the copy, after it is certified, to my Dunnellon office.

Thank you for your kind cooperation.

Very truly yours,



Robert J. Reynolds

enclosures

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ARTICLES OF INCORPORATION

OF

DUNNELLO COMMUNITY THRIFT SHOP, INC.

THE UNDERSIGNED, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I - Name

The name of the corporation is:

DUNNELLO COMMUNITY THRIFT SHOP, INC.

Article II - Location and Mailing Address

The initial principal office of the Corporation and its mailing address are:

Principal Office: 11871 Illinois Avenue
Dunnellon, Florida 34431

Mailing Address: P.O. Box 5
Dunnellon, Florida 34430

Article III - Purpose

The general purposes for which the Corporation is organized are:

To organize, promote and maintain for benevolent and charitable purposes an association of persons to benefit the greater Dunnellon area.

To do any and all things necessary or proper for the accomplishment of the foregoing purpose, including, for such services, to contract and pay for personal services, to contract for, buy, take by deed, gift or devise, hold, possess, manage, borrow, rent lease, loan, assign, convey, sell and dispose of in any manner any real and personal property, and to act as trustee, or be beneficiary of a trust, as well as all other purposes for which a corporation may be formed; and

Any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under other laws of the State of Florida.

Article IV - Duration

The duration of the Corporation is to be perpetual. The date and time of the corporate existence shall be the date and time when these Articles of Incorporation are filed with the Secretary of State's office.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 20451 Powell Road, Lot 78, Dunnellon, Florida 34431, and the name of the initial registered agent of this Corporation at that office is WINIFRED A. KILBY.

Article VI - Board of Directors

The number of directors (which shall initially consist of four (4) or more individuals), and the method of election of directors, shall be stated in the By-laws of the Corporation.

Article VII - Incorporators

The names and addresses of the persons signing these Articles of Incorporation are: WINIFRED A. KILBY, 20451 Powell Road, Lot 78, Dunnellon, Florida 34431, and ELEANOR M. REX, 20451 Powell Road, Lot 81, Dunnellon, Florida 34431.

Article VIII - Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 2nd day of October, 2009.

Winifred A. Kilby
WINIFRED A. KILBY, Incorporator
Eleanor M. Rex
ELEANOR M. REX, Incorporator

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DIVISION OF CORPORATIONS

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY ACKNOWLEDGES THE UNDERSIGNED IS FAMILIAR WITH THE OBLIGATIONS OF THIS CAPACITY, AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

DATED THIS 2nd DAY OF OCTOBER, 2009.

Winifred A. Kilby
WINIFRED A. KILBY, Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared WINIFRED A. KILBY, personally known to me, or who produced personally known, and ELEANOR M. REX, , personally known to me, or who produced FL Driver's License, who as Incorporators, executed the foregoing Articles of Incorporation of DUNNELLON COMMUNITY THRIFT SHOP, INC., and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 2nd day of October, 2009.

(SEAL)



Leah G. Miller
Commission # DD526757
Expires May 22, 2010
Bonded Troy Fair - Insurance, Inc. 800-385-7019

Leah G. Miller
LEAH G. MILLER
NOTARY PUBLIC
My Commission Expires: