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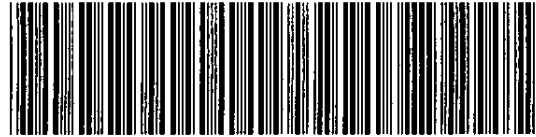
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DANIEL R. HORVATH
5012 PATTOCK PLACE
PACE, FL 32571
850/994-0932
bigdanfla@aol.com

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

Att: New Incorporations
Not-for-Profit

Re: **THEOPHALIS MAY COMMUNITY
DEVELOPMENT CENTER, INC.**

Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation for the above-named new not-for-profit Florida corporation. A check in the amount of \$87.50 is enclosed to cover fees for filing, a certified copy and a certificate of status.

I would appreciate it if you would file these Articles and return a certified copy and certificate of status to me at the above-stated address.

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Daniel R. Horvath", written over a horizontal line.

Daniel R. Horvath,

ARTICLES OF INCORPORATION OF THEOPHALIS MAY COMMUNITY DEVELOPMENT CENTER, INC.

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The undersigned, acting as incorporators of a not-for-profit corporation under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

FIRST - NAME: The name of the corporation is **Theophalis May Community Development Center, Inc.**

SECOND - DURATION: The period of duration is perpetual.

THIRD - REGISTERED OFFICE, REGISTERED AGENT AND MAILING ADDRESS: The address of the initial registered office of the corporation is 1000 North "L" Street; Pensacola, Florida 32501. The name of the official registered agent of the corporation at this address is LuTimothy I. May. The mailing address of the Corporation is:

Theophalis May Community Development Center, Inc.
1000 North "L" Street
Pensacola, Florida 32501

FOURTH - AMENDMENTS: These Articles of Incorporation may be amended by the board of directors adopting a resolution setting forth the proposed amendment.

FIFTH - MEMBERSHIP: The corporation shall not have a membership distinct from the board of directors.

SIXTH - POWERS: The corporation shall have and may exercise such powers as are generally authorized for corporations not-for profit under the laws of the State of Florida. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors.

SEVENTH - BOARD OF DIRECTORS: The number of directors of the corporation shall be not more than nine (9) nor less than three (3) as determined from time to time by resolution of the board of directors. The manner of election of the directors, their term of office and other provisions relative to their service shall be as stated in the bylaws of the corporation. The names and addresses of the initial board of directors are:

LuTimothy May
1000 North "L" St.
Pensacola, FL 32501

Deborah Wills
2130 Foxford St.
Cantonment, FL 32533

Pollie Rosemore
300 North "M" St.
Pensacola, FL 32501

EIGHTH - INCORPORATOR: The name and address of the incorporator of the corporation is:

LuTimothy I. May
1000 North "L" Street
Pensacola, FL 32501

NINTH - CORPORATE PURPOSES: The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1) To raise the economic, educational and social levels of the residents of the Brownsville Neighborhood, and surrounding areas, of the City of Pensacola, Escambia County, Florida, including members of the minority community, who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines, to foster and promote community wide interest and concern for the problems of said residents to the end that (a) educational and economic opportunities may be expanded; (b) sickness, poverty, crime, and environmental degradation may be lessened; and (c) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated.

2) To expand the opportunities available to said residents and groups to own, manage, and operate business enterprises in economically depressed areas; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises; and to assist said residents and groups in obtaining financial support from other sources.

3) To expand opportunities available to said residents and groups to obtain adequate low-cost housing accommodations by constructing, rehabilitating, and providing decent, safe and sanitary housing in said Neighborhood for persons and families of low-income who otherwise would not be able to find or afford a suitable place to live. It is the purpose of the corporation thereby to relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare. To provide such housing through rehabilitation of existing substandard buildings and construction of new facilities in the place of blighted structures or blighted vacant sites for the purpose of combatting the deterioration of the community and contributing to its physical improvement.

4) To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part

of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

5) To operate community improvement programs such as, but not limited to: Mentoring troubled youth; Adult basic education classes; Library services; Community health services including a clinic for the indigent; Computer Lab; Social and sports activities for area youth; and others.

6) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

7) All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

TENTH - LIMITATION ON CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ELEVENTH - EXCLUSIVITY AND PRIVATE INUREMENT: This Corporation is organized exclusively for charitable and educational purposes. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

TWELFTH - LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

THIRTEENTH - DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal

Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

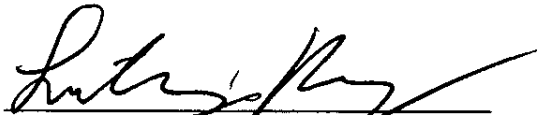
FOURTEENTH - PRIVATE FOUNDATION STATUS: In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

FIFTEENTH - INDEMNIFICATION: Any person (and the heirs, executors and administrators of such persons) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements incurred by him or her (or by the heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be determined in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this

18 day of January, 2010.


Lu Timothy I. May, Incorporator

STATE OF FLORIDA]
COUNTY OF ESCAMBIA]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared: LuTimothy I. May who is either personally known to me or who produced a valid Florida drivers license and who is the person described in and who executed the foregoing instrument as the Incorporator and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of JANUARY, 2010.


NOTARY PUBLIC STATE OF FLORIDA

My commission expires:

DANIEL ROBERT HORVATH
Notary Public, State of Florida
My comm. expires Nov. 13, 2011
Comm. No. DD 721470
Bonded thru One Republic Surety Company

REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

I, hereby accept my appointment as registered agent for the Theophalis May Community Development Center, Inc.. a Florida not-for-profit corporation. I am familiar with, and accept, the obligations of the position of registered agent and agree to comply with the provisions of all statutes relating to the proper performance of my duties.

01/18/2010
Date


LuTimothy I. May, Registered Agent

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