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**FLORIDA PROFIT/NON PROFIT CORPORATION
VESSELS FOR CHARITY FOUNDATION, INC.**

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ARTICLES OF INCORPORATION
OF
VESSELS FOR CHARITY FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned hereby organizes a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE 1

Name

The name of the corporation is VESSELS FOR CHARITY FOUNDATION, INC.
(hereinafter the "Corporation").

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 420 22nd
Street S., St. Petersburg, Florida 33712.

ARTICLE 3

Purpose

The purpose of the Corporation is to promote art education for students by way of instructional seminars, conventions, videotapes, and other means aimed at instructing art students in producing art and art objects and promoting charitable giving amongst students. Middle and High School students will also be encouraged to establish extracurricular "Vessels for Charity" art clubs.

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Certain higher quality objects will be offered for sale by the Corporation to the general public, with the consent of the student artist. Part of the profits from the sale of students' donated art objects will provide funding for clay supplies and scholarship funds for students who demonstrate leadership skills in producing the art objects and participating in the art clubs. The remaining after tax profits of the Corporation will be remitted to public charities selected by the Board of Directors, in its sole discretion, and each such charity shall have tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any federal income tax law enacted in substitution of that Code.

ARTICLE 4

Board of Directors

This Corporation initially shall have three (3) directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws, but shall never be less than three (3) or more than twenty (20). The method of appointment of directors shall be as stated in the bylaws of the Corporation, but such appointment power shall be vested in the members. The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
R. SEAN MANNING	420 22 nd Street S. St. Petersburg, Florida 33712
LAURA KREMIN	420 22 nd Street S. St. Petersburg, Florida 33712
NESHAMA CARLEBACH	420 22 nd Street S. St. Petersburg, Florida 33712

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ARTICLE 5

Members

This Corporation initially shall have two (2) members. The number of members may be either increased or decreased from time to time in the manner provided in the bylaws. The method of appointment of members shall be as stated in the bylaws of the Corporation. The names and address of the initial members of this Corporation are:

R. SEAN MANNING

420 22nd Street S.
St. Petersburg, Florida 33712

LAURA KREMIN

420 22nd Street S.
St. Petersburg, Florida 33712

ARTICLE 6

Powers

This Corporation shall have all the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation and the bylaws of the Corporation. Notwithstanding any other provision 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(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 7

Incorporator

The name and address of the person signing these Articles of Incorporation is R. SEAN MANNING, 420 22nd Street S., St. Petersburg, Florida 33712.

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ARTICLE 8

Initial Registered Office and Agent

The initial registered office of the Corporation shall be 420 22nd Street S., St. Petersburg, Florida 33712. The initial registered agent at such address shall be R. SEAN MANNING.

ARTICLE 9

Duration

This Corporation shall have perpetual existence, commencing upon filing.

ARTICLE 10

Indemnification

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE 11

Bylaws

The members shall adopt initial bylaws of the Corporation. The power to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the members of the Corporation.

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ARTICLE 12

Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, 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 its charitable purpose. 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 shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Sections 170(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

ARTICLE 13

Distribution of Assets Upon Liquidation

Upon the dissolution of the Corporation, its assets shall be distributed to one or more exempt organizations described in sections 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, and selected by the board of directors in its sole discretion. Any such

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assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for exempt purposes within the meaning of 501(c)(3) or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 14

Amendment to Articles

These Articles of Incorporation may be amended in the following manner: The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the members of at either the annual meeting or a special meeting. Notice setting forth the proposed amendment shall be given to each member entitled to vote thereon at such meeting. The proposed amendment shall be adopted upon the affirmative vote of a majority of the votes of members entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of March, 2010, and acknowledged that he is familiar with, and accepts, the obligations of registered agent of this corporation.


R. SEAN MANNING
Incorporator and Registered Agent

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