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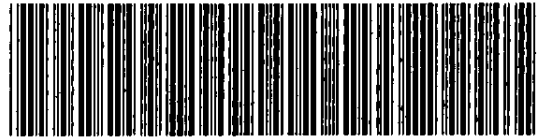
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APPROVED
AND
FILED
10 MAY 27 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UN

10-24985

BRASHEAR, MARSH, KURDZIEL & McCARTY, PL
C o u n s e l o r s A t L a w

926 N.W. 13TH STREET
GAINESVILLE, FL 32601-4140
TELEPHONE: 352/336-0800
FACSIMILE: 352/336-0505
NFlaLaw.COM

May 18, 2010

BRUCE BRASHEAR, JD
LARRY D. MARSH, JD, LL.M.*
REBEKAH M. KURDZIEL, JD, LL.M.
JAMES H. "MAC" McCARTY, JR., JD, MBA†
JAMIE L. GOBLE, JD
PETER C. FOCKS, JD

* Florida Bar Board Certified Tax Lawyer

† Florida Bar Board Certified Real Estate Lawyer

Secretary of State
Division of Corporations
Non-Profit Section
P. O. Box 6327
Tallahassee, FL 32301

RE: COMMON THREAD, INC.

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced not-for-profit corporation, as well as this firm's check in the amount of \$78.75 representing the following:

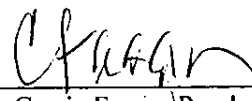
Filing Fee	\$ 35.00
Certificate Designating Registered Agent	35.00
Certified Copy of Articles of Incorporation	8.75

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office. Thank you.

Sincerely,

BRASHEAR, MARSH
KURDZIEL & McCARTY, P.L.

By: _____


Carrie Fagan, Paralegal



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 21, 2010

CARRIE FAGAN
926 N.W. 13TH STREET
GAINESVILLE, FL 32601-4140

SUBJECT: COMMON THREADS, INC.
Ref. Number: W10000024985

We have received your document for COMMON THREADS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 810A00012963

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
COMMON THREAD INTERNATIONAL, INC.
A FLORIDA NONPROFIT CORPORATION**

ARTICLE ONE. NAME

The name of this corporation is Common Thread International, Inc.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purposes for which this corporation is formed are to provide education and social services in undeveloped areas throughout the world and for other charitable purposes, and by the distribution of its funds for such purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE FOUR. TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE. TRUSTEES AS MEMBERSHIP

a) **Trustees as Membership.** The sole class of membership of this corporation shall be its trustees. The Trustees may create additional classes of membership.

b) **Rights and Liabilities of Members.** The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation and shall not be subject to any assessment.

ARTICLE SIX. SUBSCRIBERS

The names and residence addresses of the subscribers of this corporation are as follows:

Robert J. Kelley, Jr.
1901 Sudbury Road, N.W.
Washington DC 20012

Maria Rodriguez
7921 N.W. 169th Terrace
Miami Lakes FL 33016

Elena Z. Herrera
13 Calle Uno
Key West FL 33040

Rachel Bishop-Cook
18 O'Connor Avenue
Holyoke MA 01040

ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The address of the principal office of the corporation is 926 N.W. 13th Street, Gainesville, Florida 32601. The county in which Corporation's business is to be transacted is Alachua County, Florida.

(b) The name and address of this corporation's registered agent is Bruce Brashear, Esq., 926 N.W. 13th Street, Gainesville, Florida 32601. The principal address is the same as the registered office.

ARTICLE EIGHT. BOARD OF TRUSTEES.

The number of trustees shall not be less than 3 nor more than 15. The first trustees of the Corporation are:

Robert J. Kelley, Jr.
1901 Sudbury Road, N.W.
Washington DC 20012

Maria Rodriguez
7921 N.W. 169th Terrace
Miami Lakes FL 33016

Elena Z. Herrera
13 Calle Uno
Key West FL 33040

Rachel Bishop-Cook
18 O'Connor Avenue
Holyoke MA 01040

The trustees named herein as the first board of trustees shall hold office until the first meeting of the board of trustees to be held on May 3, 2010, at Gainesville, Florida, or at such other date and time as the board of trustees shall designate, at the offices of the Corporation at which time an election of trustees shall be held. Annual meetings of the board of trustees shall be held prior to June of each year at the principal office of the corporation or at such other place or places as the board of trustees may designate from time to time.

The trustees shall be divided as equally as the total number of trustees will permit into two (2) classes. The first class shall serve until the annual election of trustees in 2012; the second class shall serve until the annual election of trustees in 2014. At each succeeding annual election of trustees, the trustees elected to succeed those whose terms have expired shall serve until the annual election of trustees which takes place in the fourth year following their election. If the number of trustees has changed, any increase

or decrease shall be apportioned among the classes so as to make all classes as nearly equal in number as possible.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation of this corporation authorize the trustees to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of such first members of the board of trustees and their classes are as follows:

<u>Trustee</u>	<u>Class</u>
Robert J. Kelley, Jr.	1
Maria Rodriguez	1
Elena Z. Herrera	2
Rachel Bishop-Cook	2

Corporate Officers. The board of trustees shall elect the following officers: chairman, vice-chairman, president, and secretary/treasurer, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers:

<u>Office</u>	
Rachel Bishop-Cook	President
Elena Z. Herrera	Vice President
Robert J. Kelley, Jr.	Secretary
Maria Rodriguez	Treasurer

ARTICLE NINE. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of trustees or by following the procedure set forth therefor in the bylaws.

ARTICLE TEN. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual.

ARTICLE ELEVEN. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE TWELVE. DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

(a) **Distribution of Income.** The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(b) **Self Dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) **Investments Jeopardizing Charitable Purpose.** The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

ARTICLE THIRTEEN. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on May 18, 2010.


ROBERT J. KELLEY, JR.

MARIA RODRIGUEZ

ELENA Z. HERRERA

RACHEL BISHOP-COOK

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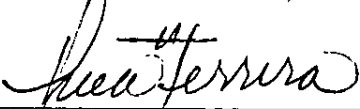
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ROBERT J. KELLEY, JR.

MARIA RODRIGUEZ

ELENA Z. HERRERA


RACHEL BISHOP-COOK

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Common Thread International, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 26th day of May, 2010.



BRUCE BRASHEAR
Registered Agent