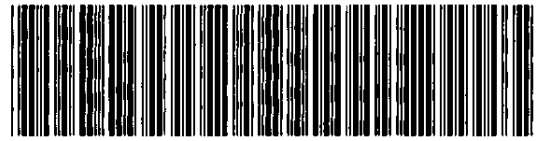


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FIVE PEARLS OF EXCELLENCE, INCORPORATED
(A Florida Not For Profit Corporation)**

ARTICLE 1: NAME

The Name of this Corporation is and shall be:

Five Pearls of Excellence, Incorporated.

ARTICLE 2: ADDRESS & PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is and shall be:

523 39th Street West, Bradenton, Florida 34205.

ARTICLE 3: ENABLING LAW

This Corporation is organized in accordance with the Florida Not For Profit Corporation Act, set forth in Part 1 of Chapter 617 of the Florida Statutes.

ARTICLE 4: DURATION

The Corporate existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State, and the duration of the Corporation shall be perpetual.

ARTICLE 5: PURPOSE

The purpose for which this Corporation is organized is to provide scholarships, support organized charities, and foster service and charity.

ARTICLE 6: POWERS

A. This Corporation is organized and shall operate exclusively for charitable and educational purposes, which are consistent with Section 501(C)(3) of the Internal Revenue Code. The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles, including the power to receive grants and gifts of real and personal property as well as cash in furtherance of its purpose. The Corporation shall not issue shares of stock. The Corporation is constituted so as to attract substantial support from contributions from persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. The corporation shall not distribute any part of its income to its members, directors, officers or other private persons, except that the Corporation may pay compensation in a reasonable amount to its members, directors, officers and employees for services rendered in furtherance of its purpose.

B. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

C. Upon the dissolution of the Corporation, assets shall be distributed to such organization or organizations as may be selected by the last acting Board of Directors, which shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, after paying or making provisions for the payment of all liabilities of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent

jurisdiction in the county where the principal office of the Corporation is then located, exclusively for the purposes or the organization or organizations as said court shall determine are organized and operated exclusively for charitable, education, religious, or scientific purposes.

ARTICLE 7: MANAGEMENT OF CORPORATE AFFAIRS

A. **Management - Directors.** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Board of Directors and any vacancy thereon shall be filled by the Board of Directors. Directors shall be elected as provided in the Bylaws.

B. **Officers.** The officers of this Corporation shall be the President, the Secretary, the Treasurer, and such other officers as may be set forth in the Bylaws. The Board of Directors may elect and employ an executive director and any other personnel it deems necessary.

ARTICLE 8: BOARD OF DIRECTORS

A. There shall be a Board of Directors consisting of not less than three (3) and not more than fifteen (15) persons who shall be of legal age.

B. The authorized number, qualification and manner of election and appointment of members of the Board of Directors of this Corporation shall be as set forth in the Bylaws of this Corporation.

ARTICLE 9: INITIAL DIRECTORS

The name and addresses of the individuals who are to serve as initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Beverly Bryant	1614 13 th Avenue East Bradenton, FL 34208	

Johncyna McRae	519 Sand Crane Court Bradenton, FL 34212	Registered Agent
Kathryn Jones	1515 15 th Street East Bradenton, FL 34208	
Sylvia Kelly	2501 5 th Avenue East Palmetto, FL 34221	
Vanzetta Thomas	2802 10 th Avenue East Palmetto, FL 34221	
Elaine Brown	807 31 st Street East Palmetto, FL 34221	
Gladys Houston	2750 10 th Avenue East Palmetto, FL 34221	
Paula Beard	8218 60 th Street Circle East #1508 Sarasota, FL 34243	
Willie M. Jackson	3012 9 th Avenue Drive East Palmetto, FL 34221	

ARTICLE 10: INITIAL REGISTERED OFFICE AND AGENT

The name of this Corporation's initial Registered Agent is **Johncyna McRae** and the Registered Office of this Corporation is **519 Sand Crane Court, Bradenton, FL 34212**.

ARTICLE 11: INCORPORATOR

The name and address of the Incorporator is **David W. Miner, 523 39th Street West, Bradenton, FL 34205**.

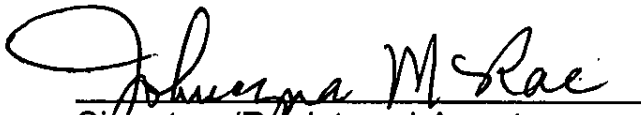
ARTICLE 12: BYLAWS

The first Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors in the manner provided by the Bylaws.

ARTICLE 13: AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be altered, amended or rescinded by the Directors in the manner provided by the Bylaws.

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with, accept the appointment as registered agent, and agree to act in this capacity.



Signature/Registered Agent

Johncyna McRae

5/20/2010

Date



Signature/Incorporator

David W. Miner

5-26-2010

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA