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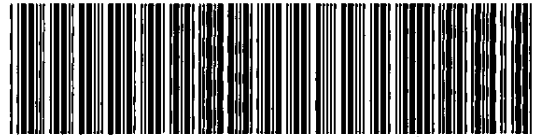
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TALLAHASSEE FLORIDA

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ATTORNEY
THOMAS REED
PROFESSIONAL LIMITED LIABILITY COMPANY

104 South Old Dixie Highway
Lady Lake, Florida 32159
Telephone (352) 259-4431

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Thomas Grady Reed III, Esq.
Florida Bar No. 301116

Denyse D. Ketcham, FRP
No. 245743

May 29, 2010

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

Re: Project SOS – Support Our Soldiers, Inc.

Dear Sir:

Enclosed is an original and one copy of the Articles of Incorporation of the above not-for-profit corporation.

Also enclosed is a check in the amount of \$87.50 for the filing fee, the registered agent designation fee, the certified copy fee and the certificate of status fee. Please file the Articles upon receipt.

If I have overlooked anything, or if you have any questions, please let me know. My email address is reedtg3@comcast.net.

Very truly yours,



Thomas Reed

enclosures

ATTORNEY
THOMAS REED
PROFESSIONAL LIMITED LIABILITY COMPANY

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Lady Lake, Florida 32159
Telephone (352) 259-4431

reedtg3@comcast.net

Thomas Grady Reed III, Esq.
Florida Bar No. 301116

Denyse D. Ketcham, FRP
No. 245743

June 10, 2010

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

Attn: Diane Cushing

Re: Project SOS – Support Our Soldiers, Inc.

Dear Ms. Cushing:

At your direction, I am returning the original and one copy of the Articles of Incorporation of the above not-for-profit corporation to you for filing. Although the name of the corporation includes the letters "SOS," those letters are not an acronym of Support Our Soldiers and will not be used by the corporation at any time as an acronym for Support Our Soldiers.

An unincorporated association of individuals engaged in activities under the name Project SOS – Support Our Soldiers to support humanitarian aid missions undertaken by members of the United States Armed Forces overseas have elected to operate as a not-for-profit corporation and to seek 501(c)(3) status from the Internal Revenue Service. We appreciate your assistance with the naming of the new corporation.

Very truly yours,


Thomas Reed

enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 7, 2010

THOMAS REED, ATTORNEY
104 SOUTH OLD DIXIE HIGHWAY
LADY LAKE, FL 32159

SUBJECT: PROJECT SOS-SUPPORT OUR SOLDIERS, INC.
Ref. Number: W10000027278

We have received your document for PROJECT SOS-SUPPORT OUR SOLDIERS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporation name has an acronym. You can filing using only one or the other. Please remove the acronym from the name.

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) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 610A00014086

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10 JUN 14 PM 3:50

**ARTICLES OF INCORPORATION
OF
PROJECT SOS – SUPPORT OUR SOLDIERS, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a non-profit corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS**

The name of the corporation is Project SOS – Support Our Soldiers, Inc. The principal office of the corporation is located at 2412 Due West Drive, The Villages, Florida 32162, and the mailing address of the corporation is the same.

**ARTICLE II
EFFECTIVE DATE AND DURATION**

The effective date of the corporation is the date these Articles are received and filed by the Secretary of State. The corporation shall exist in perpetuity until dissolved.

**ARTICLE III
PURPOSE**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 the purposes set forth in this Article. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to 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 the 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 the corresponding section of any future federal tax code.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local

government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE IV BOARD OF DIRECTORS

The corporation shall have a board of directors. The number of directors constituting the initial board is three. The number of directors may be increased or decreased from time to time by the affirmative vote of a majority of the board of directors, but shall never be less than three.

The initial board of directors, appointed by the Incorporator, are Gary H. Kadow (chairman), 2412 Due West Drive, The Villages, FL 32162, Charles H. Smith Sr., 596 Society Hill Circle, The Villages, FL 32162, and Richard M. Campbell, 1507 Golden Ridge, The Villages, FL 32162.

Replacement (or additional) directors shall be elected by the affirmative vote of a majority of the directors then in office or, if no director remains, by the circuit court of the county where the registered office of the corporation is located on the petition of any person.

The board of directors may take any action without a meeting if the action is taken by all of the members of the board and is evidenced by one or more written consents describing the action taken, signed by each director, and filed with the secretary of the corporation as part of the corporate records. Any action so taken shall become effective when the last director signs the consent unless the consent specifies a different effective date. Any action so taken has the effect of a meeting vote and may be described as such in any document.

ARTICLE V OFFICERS

The corporation shall have a president, a secretary, and a treasurer, and may have one or more vice-presidents, elected annually by the affirmative vote of a majority of the board of directors.

The initial officers of the corporation are Gary H. Kadow, president, Richard M. Campbell, secretary, and Charles H. Smith Sr., treasurer.

ARTICLE VI MEMBERS

The corporation shall not have members.

ARTICLE VII INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

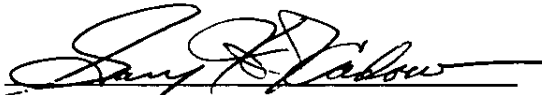
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ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT

The corporation's initial registered office is located at 2412 Due West Drive, The Villages, FL 32162, and the name of its initial registered agent at said address is Gary H. Kadow.

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been named as Registered Agent of Project SOS – Support Our Soldiers, Inc., a Florida non-profit corporation, and having been designated to accept service of process for the corporation at 2412 Due West Drive, The Villages, FL 32162, I hereby accept appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Gary H. Kadow
Registered Agent

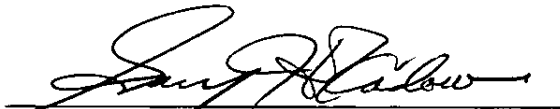
ARTICLE IX
AMENDMENT OF ARTICLES

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, by the affirmative vote of a majority of the board of directors.

ARTICLE X
INCORPORATOR

The name and address of the incorporator of this corporation is Gary H. Kadow, 2412 Due West Drive, The Villages, FL 32162.

EXECUTED in the State of Florida on this 28 day of May, 2010.



Gary H. Kadow
Incorporator

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TALLAHASSEE, FLORIDA