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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

THE GIVE BACK GIRLS, INC.

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ARTICLES OF INCORPORATION
OF
THE GIVE BACK GIRLS, INC.

a Not for Profit Corporation being formed pursuant to Chapter 617, Florida Statutes

ARTICLE I

Name and Duration

- 1.1 The name of the Corporation Not for Profit is **THE GIVE BACK GIRLS, INC.**
- 1.2 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE II

Principal Place of Business and Mailing Address

- 2.1 The principal place of business and mailing address for the corporation shall be 4763 Central Avenue, St. Petersburg, Florida 33713.

ARTICLE III

Purpose

- 3.1 This corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code as may be amended and its principal purpose shall be to perform charitable works throughout the community through involvement of area youth which will provide a vehicle for such area youth to "give back" to the community through their participation in such charitable activities.

ARTICLE IV

Manner of Election of Directors

- 4.1 This directors of the Corporation shall be elected in accordance with methods and qualifications specified in the Bylaws of the Corporation. In no event, shall the number of Directors be fewer than three (3).

ARTICLE V

Initial Board of Directors

- 5.1 This corporation shall have three (3) Directors initially.
- 5.2 The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3).
- 5.3 The name and address of the initial directors of this corporation are as follows:

Ann Marie Moore
4763 Central Avenue
St. Petersburg, FL 33713

David E. Moore
4763 Central Avenue
St. Petersburg, FL 33713

Stacey B. Broome
840 116th Avenue
Treasure Island, FL 33706

ARTICLE VI

Initial Registered Office and Agent

- 6.1 The street address of the initial registered office of this corporation is 5999 Central Avenue, Suite 202, St. Petersburg, FL 33710 and the name of the initial registered agent of this corporation is D & B CORPORATE SERVICES, INC.

ARTICLE VII

Incorporator

- 7.1 The name and address of the person signing these Articles is:

Ann Marie Moore
4763 Central Avenue
St. Petersburg, FL 33713

ARTICLE VIII

Powers

- 8.1 The powers of the Corporation shall be provided in the Bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended:
1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article III.
 2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article III.
 3. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may be amended.
 4. In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.
 5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with

the guidelines provided within Revenue Procedure 92-59, 1992-2 C.B. 411-12, as may be amended, superseded or modified. The Bylaws of the Corporation shall adopt these provisions accordingly.

ARTICLE IX

Meetings

- 9.1 After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.
- 9.2 The Board of Directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting.

ARTICLE X

Indemnification

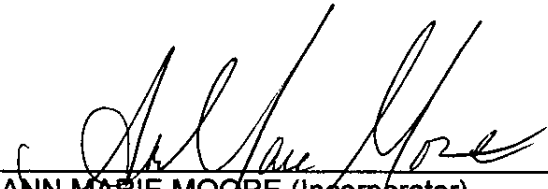
- 10.1 The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law for non profit corporations existing now or hereinafter enacted.

ARTICLE XI

Dissolution

- 11.1 Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a State or the Federal government for a public purpose.

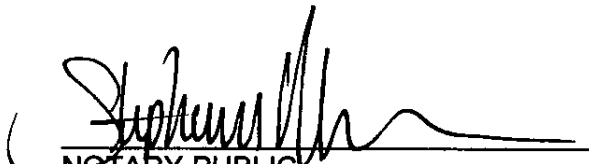
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of October, 2010.


ANN MARIE MOORE (Incorporator)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared ANN MARIE MOORE, personally known to me to be the person described above, and she acknowledged to me that she executed the same for the purposes therein expressed, and did take an oath.

SWORN TO AND SUBSCRIBED before me this 5th day of October, 2010.


NOTARY PUBLIC
My Commission Expires:



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TALLAHASSEE, FLORIDA

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for The Give Back Girls, Inc., as the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

D & B CORPORATE SERVICES, INC.

By: _____

Brian P. Deeb, President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared BRIAN P. DEEB, President of D & B CORPORATE SERVICES, INC. and acknowledged that he foregoing Consent of Registered Agent for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 19th day of October, 2010.

Sonja Nieratko
NOTARY PUBLIC

My Commission Expires:

