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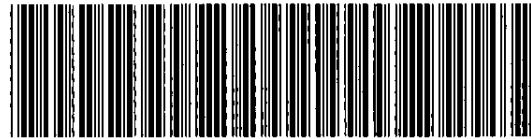
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October 27, 2010

Department of State
Division of Corporations
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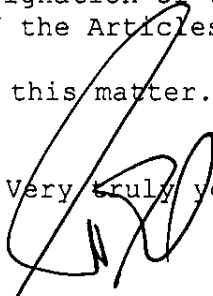
Re: **Gideon's Fleece, Inc.**

Dear Sir or Madam:

Enclosed please find the original and copy of the Articles of Incorporation for the above-referenced not for profit corporation. Also, enclosed is a check in the amount of \$78.75 which represents your filing fee for the Articles of Incorporation, Designation of the Acceptance by Registered Agent and certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,


Scott A. Gerken

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Enclosures

xc: Angella Bundz

**ARTICLES OF INCORPORATION
OF
GIDEON'S FLEECE, INC.**

ARTICLE I - NAME

The name of the corporation is **GIDEON'S FLEECE, INC.**

ARTICLE II - CORPORATE ADDRESS

The physical address of the corporation shall be 8112 Centralia Court, Suite 101, Leesburg, Lake County, Florida 34788. The mailing address of the corporation shall be P. O. Box 1250, Tavares, Lake County, Florida 32778.

ARTICLE III - CORPORATE NATURE

This is a nonprofit corporation, organized solely for charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes.

ARTICLE IV - DURATION

The term of existence of the corporation is perpetual.

ARTICLE V - GENERAL AND SPECIFIC PURPOSES

The specific and primary purpose for which this corporation is formed is to provide ponchos, coats, and blankets for "Kids in Need" and to operate exclusively in any other manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distribution of organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations. The corporation shall be noncommercial, nonsectarian, and nonpartisan within the meaning of

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Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provision of subsequent tax laws.

ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be no less than three (3) nor more than five (5), provided, however, that such number may be changed by a bylaw duly adopted by a majority of the Board of Directors.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Samuel Bundz	8112 Centralia Court, Ste. 101 Leesburg, FL 34788
Angella S. Bundz	8112 Centralia Court, Ste. 101 Leesburg, FL 34788
Ralph R. Nutter	8112 Centralia Court, Ste. 101 Leesburg, FL 34788

ARTICLE VII - EARNINGS & ACTIVITIES OF CORPORATION

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Directors, 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 Article V hereof.

(b) 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 any candidate for public office.

(c) Notwithstanding any other provisions 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, as amended, (or the corresponding provision of any which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and

operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. 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 such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX - MEMBERSHIP

The corporation shall have no capital stock, and shall be composed of Members rather than shareholders. The membership of the corporation shall consist of the individuals serving as members of the Board of Directors, and their successors in office.

ARTICLE X - INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Angella Bundz	8112 Centralia Court, Ste. 101 Leesburg, FL 34788

ARTICLE XI - AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, 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 Directors, or by following the procedure set forth therefore in the Bylaws.

ARTICLE XII - DEDICATION OF ASSETS

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

ARTICLE XIII - REGISTERED AGENT AND OFFICE

The name and Florida street address of the initial registered agent are:

<u>NAME</u>	<u>ADDRESS</u>
Scott A. Gerken	4850 N. Highway 19A Mount Dora, FL 32757

ARTICLE XIV - INDEMNIFICATION

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

ARTICLE XV - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

I, the undersigned, being the subscriber and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 4th day of ~~October~~ ^{November}, 2010.

Angella Bundz
Angella Bundz

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared ANGELLA BUNDZ, who produced identification and who did take an oath and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of ~~October~~ ^{NOVEMBER}, 2010.

Serena Burrows
NOTARY PUBLIC
SERENA BURROWS
Notary Public Printed Name
2010 NOV 5 PM 12:20

My Commission Expires:
Commission No.:

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

Scott A. Gerken
Scott A. Gerken, Registered Agent

11/4/10
Date