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**FLORIDA PROFIT/NON PROFIT CORPORATION
MISSION THRIFT STORE, INC.**

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| Estimated Charge | \$87.50 |

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ARTICLES OF INCORPORATION

OF

**MISSION THRIFT STORE, INC.
(a corporation not-for-profit)**

Ray Graham, Incorporator of a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopts the following articles of incorporation.

ARTICLE I. NAME

The name of the corporation is MISSION THRIFT STORE, INC.

ARTICLE II. PURPOSES AND POWERS

The purposes and objects of the corporation are such as are authorized under Chapter 617 of the Florida Statutes and to assist in the local area with the financial needs of needy residents through assistance with food, utilities, medical and other needs with funds raised through local efforts of the board and operation of a thrift store in the Hardee County area of Central Florida and its purposes are exclusively charitable and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The corporation is authorized:

(a) To own, rent, lease, operate and maintain sufficient real and personal property to include easements therein, to carry out the purposes hereinabove expressed.

(b) To receive donations, gifts, or bequests of money or other property, and to accept the same, subject to such conditions or trusts as may be attached thereto, and to perform and execute any and all such conditions or trusts.

(c) To contract debts and to borrow money, to issue, sell and pledge bonds, debentures, notes and other evidence of indebtedness.

(d) To establish rules and regulations.

(e) To sue and be sued.

(f) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes or powers set forth in this article, and to do all other things incidental thereto or connected therewith, which are not forbidden by law or these articles of incorporation.

(g) To carry out any of the purposes or powers set forth in this article in any state, territory, district, or possession of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such place.

The purposes or powers set forth in this article are not in limitation of the general powers conferred by non-profit corporation law of the State of Florida.

ARTICLE III. TERM OF EXISTENCE

The corporation is to exist perpetually or until such time as the same is legally dissolved.

ARTICLE IV. ADDRESS

The street address and mailing address of the corporation in the State of Florida is 417 Bell Street, Wauchula, Florida 33873.

ARTICLE V. OFFICERS

The affairs of the corporation are to be managed by a President, Vice-President, Secretary and Treasurer. The names and addresses of the officers who are to serve until the next election of officers are:

| Name | Address | Office |
|-------------|--|----------------|
| Jimmy Morse | 5164 CR 663 North Bowling Green, FL 33834 | President |
| Bob Bowling | 815 North 8th Ave Wauchula, FL 33873 | Vice-President |
| Ray Graham | 417 Bell Street Wauchula, FL 33873 | Sec./Treasurer |

ARTICLE VI. DIRECTORS

The initial Board of Directors shall be as follows:

| Name | Address | Office |
|-------------|--|----------|
| Jimmy Morse | 5164 CR 663 North Bowling Green, FL 33834 | Director |

| | | |
|-------------|---|----------|
| Bob Bowling | 815 North 8 th Ave Wauchula, FL 33873 | Director |
| Ray Graham | 417 Bell Street Wauchula, FL 33873 | Director |

The directors shall be elected or re-elected at each annual meeting of the directors and each director shall hold office until the next annual meeting of directors and until the director's successor has been elected and qualified, or until the director's earlier resignation or removal from office.

The corporation will have no members and its business will be conducted by the Board of Directors.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator of the corporation is as follows:

| Name | Address |
|------------|---------------------------------------|
| Ray Graham | 417 Bell Street Wauchula, FL 33873 |

ARTICLE VIII. LIABILITY

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses are incurred, except in such cases where the director or

or officer is adjudged guilty of willful malfeasance or misfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of, all other rights to which such director or officer may be entitled.

ARTICLE IX. AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law. Each amendment submitted to the board members for approval must be approved by majority of the board members entitled to vote thereon.

ARTICLE X. NON-PROFIT CHARACTER

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 and set forth in this document.


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 the 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 of 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 XI. REGISTERED OFFICE AND AGENT

The corporation hereby designates as its registered office 417 Bell Street,

Wauchula, FL 33873, and its registered agent, Ray Graham, at the same address, for service of process.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, has, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, executed these articles of incorporation on this 13th day of JANUARY, 2011.


Ray Graham

STATE OF FLORIDA :
COUNTY OF HARDEE :


I HEREBY CERTIFY that on this day before me, personally appeared Ray Graham, incorporator of MISSION THRIFT STORE, INC., who acknowledged before me the execution of the foregoing Articles of Incorporation for the uses and purposes therein set forth.

SWORN to and subscribed before me this 13th day of January, 2011


NOTARY PUBLIC



I certify that I am a permanent resident of Hardee County, Florida, residing at the place indicated above. I hereby accept the foregoing designation as Registered Agent, this 13th day of JANUARY, 2011


Ray Graham

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TALLAHASSEE, FLORIDA

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