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2011 FEB - 1 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers FEB 02 2011

## COVER LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

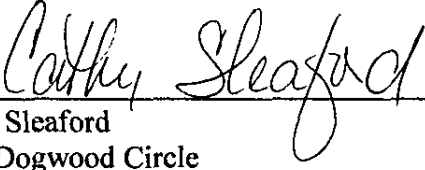
SUBJECT: grassrootsUP, Inc.

It is my intention to register grassrootsUP, Inc. as a Florida Not for Profit Corporation. I am requesting a letter of acknowledgement.

Enclosed are two documents: one (1) original and one (1) copy of the Articles of Incorporation and a check for:

☒ \$87.50 – Filing Fee, Certified Copy & Certificate

From:

  
Cathy Sleaford  
2218 Dogwood Circle  
Mount Dora, Florida 32757  
Daytime Phone: 352-455-3709  
info@grassrootsUP.org

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**ARTICLES OF INCORPORATION  
OF  
grassrootsUP, Inc.  
A NON-PROFIT CORPORATION**

Article of Incorporation of the undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, pursuant to Chapter 617.0202, F.S., (Not for Profit), do hereby certify:

**Article I  
Name**

The name of the corporation shall be: grassrootsUP, Inc.

**Article II  
Principal Office**

The place in this state where the principle office of the Corporation is to be located is the City of Mount Dora, Lake County.

The street/mailling address of the principal office of the corporation is:

2218 Dogwood Circle  
Mount Dora, Florida 32757.

**Article III  
Purpose**

The specific purpose for which this corporation is organized is:

To provide individuals a personalized non-academic educational opportunity to teach the requirements for workforce success by focusing on the basics. All instruction provided will further ensure that each individual has a deeper understanding of their personal role in their own career plan and will ultimately be guided through the tools needed using a hands-on teaching approach. This will be accomplished through the operation of an entrepreneurial component that provides on-site job training in a real world environment.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c)(3) of the Internal Revenue Code, 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.

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#### **Article IV Board of Directors**

The manner in which the Directors are elected or appointed is as follows:

The Incorporator shall appoint the initial Directors. Future Director vacancies on the Board of Directors shall be filled accordingly: (a) The Board President/nominating committee shall nominate director candidates and (b) a quorum of a majority of the Board of Directors shall grant final approval. If the number of Directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

#### **Article V Officers**

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Joni Smith  
2099 Appalachee Circle  
Tavares, FL 32778

Rich Kelley  
33706 Overton Drive  
Leesburg, FL 34788

Cathy Sleaford  
2218 Dogwood Circle  
Mount Dora, Florida 32757

#### **Article VI Registered Agent and Officer**

The name and address of the registered agent of this corporation are:

Cathy Sleaford  
2218 Dogwood Circle  
Mount Dora, Florida 32757

**Article VII  
Incorporator**

The name and address of the incorporator of the Corporation are:

Cathy Sleaford  
2218 Dogwood Circle  
Mount Dora, Florida 32757

**Article VIII  
Dissolution of the Corporation**

Upon dissolution of grassrootsUP, Inc. the Board of Directors shall, after paying or making provisions for the payment of all debts and liabilities, shall distribute all remaining assets to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed as provided by a court of applicable jurisdiction in which the Corporation's principal office is 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.

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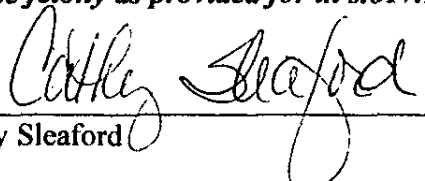
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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
Cathy Sleaford

Date: January 27, 2011

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

  
Cathy Sleaford

Date: January 27, 2011