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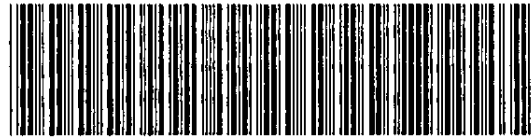
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2011 FEB 14 PM 4:41

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6:50 PM FEB 15 2011

**HARRY S. COLBURN, JR.  
PROFESSIONAL ASSOCIATION  
ATTORNEY AND COUNSELOR AT LAW  
444 W. DEARBORN STREET  
P.O. BOX 1865  
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FLORIDA BAR BOARD CERTIFIED TAX ATTORNEY  
CERTIFIED PUBLIC ACCOUNTANT  
ADMITTED U.S. TAX COURT  
REGISTERED U. S. PATENT & TRADEMARK OFFICE

MASTER OF LAWS IN TAXATION  
MEMBER FLORIDA AND NEW YORK BARS  
MEMBER AMERICAN ASS'N ATTORNEY-CPAs  
MEMBER AMERICAN ASS'N FOR JUSTICE

February 8, 2011

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

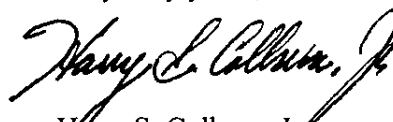
Re: Project Kindness, Inc.  
Articles of Incorporation

Dear Sir/Madam:

Enclosed for filing are an original and one copy of Articles of Incorporation of the above corporation not for profit together with a check in the amount of \$70.00 for the filing fee and registered agent fee.

Please acknowledge receipt of the Articles on the copy and return it to me in the envelope provided. Thank you for your assistance.

Very truly yours,

  
Harry S. Colburn, Jr.

Enclosures

cc: Stevie D. Peacock  
(with enclosure)

**ARTICLES OF INCORPORATION**

**OF**

**PROJECT KINDNESS, INC.**

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation not for profit under the Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation is Project Kindness, Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual duration commencing on the date of execution and acknowledgement of these Articles.

**ARTICLE III - PURPOSES**

This corporation is organized as a corporation not for profit in accordance with the provisions of Chapter 617, Florida Statutes, to provide assistance to children in need, and for such other charitable, scientific, literary or educational purposes as the Board of Directors may deem appropriate.

No part of the net earnings of the corporation shall inure to the benefit of any member, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The corporation shall use or distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

The corporation shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws, which would subject the corporation to tax under Section 4943 of the Code.

The corporation shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### **ARTICLE IV - PRINCIPAL OFFICE; MAILING ADDRESS**

The principal office of the corporation is:

521 Warwick Drive  
Venice, Florida 34293

The mailing address of the corporation is:

521 Warwick Drive  
Venice, Florida 34293

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 521 Warwick Drive, Venice, Florida 34293, and the name of the initial registered agent at such address is Stevie D. Peacock.

#### **ARTICLE VI - BOARD OF DIRECTORS**

The initial Board of Directors of the corporation shall consist of three (3) persons. The number of directors may be either increased or diminished from time to time by the By-Laws, but

shall never be fewer than three (3). The method of election of directors shall be as stated in the By-Laws. The names and addresses of the persons who are to serve as initial directors of this corporation are:

Stevie D. Peacock  
521 Warwick Drive  
Venice, Florida 34293

Mary A. Peacock  
521 Warwick Drive  
Venice, Florida 34293

Charles R. Peacock  
521 Warwick Drive  
Venice, Florida 34293

#### **ARTICLE VII - INCORPORATOR**

The name and address of the incorporator signing these Articles is:

Stevie D. Peacock  
521 Warwick Drive  
Venice, Florida 34293

#### **ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### **ARTICLE IX - AMENDMENT**


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and in any amendment thereto.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 8<sup>th</sup> day of February, 2011.

Stevie D. Peacock  
Stevie D. Peacock, Incorporator

STATE OF FLORIDA            )  
  ) ss:  
COUNTY OF SARASOTA    )

The foregoing instrument was executed and acknowledged before me this 8<sup>th</sup> day of February, 2011, by Stevie D. Peacock for Project Kindness, Inc., (X) who is personally known to me, or (    ) who produced \_\_\_\_\_ as identification.

Harry S. Colburn Jr.  
Notary Public, State of Florida  


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**ACCEPTANCE OF DESIGNATION**

The undersigned, Stevie D. Peacock, having been designated to act as Registered Agent for this corporation, hereby accepts the designation of herself as Registered Agent and agrees to serve in compliance with all applicable Florida Statutes.

Stevie D. Peacock  
Stevie D. Peacock, Registered Agent