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WILLIAM T. PRESTON, P.A.

ATTORNEY AT LAW

ADMITTED TO PRACTICE IN VIRGINIA AND FLORIDA

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February 15, 2011
DIVISION OF CORPORATIONS

Department of State
Division of Corporations
Attn.: Justin Shivers
Post Office Box 6327
Tallahassee, FL 32314

RE: The Red to Black Corporation of America
Rejected Doc. No.: W11000004575

Dear Mr. Shivers:

Please find enclosed original and two (2) copies of Articles of Incorporation for The Red to Black Corporation of America. This will replace the rejected filing referenced above. Please contact this office if you have any questions in this regard.

Thank you for your assistance in this regard.

With kind regards,

Respectfully,



William T. Preston

WTP/cmh
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE RED TO BLACK CORPORATION OF AMERICA**

The undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617, Florida Statutes

Article I
Name of Corporation

The name of the corporation shall be THE RED TO BLACK CORPORATION OF AMERICA

Article II
Purpose

The purpose for which the corporation is organized is to operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and to transact any lawful activity relevant to those purposes.

Article III
Registered Office and Registered Agent

The registered office is 3822 Sunset Cove Drive, Port Orange, Florida 32129

The registered agent at such address is Jordan M. Clancy.

Article IV
Initial Directors

4.1 Board of Directors. The management of the corporation will be vested in a board of no less than three (3) directors. The number, qualification, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be prescribed by the Bylaws of the corporation.

4.2 Initial Directors. The initial board of directors shall consist of the following:

Jordan M. Clancy – Director
3822 Sunset Cove Drive
Port Orange, FL 32129

A. Francis Mitchell – Director
6097 Sabal Creek Boulevard
Port Orange, FL 32128

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TALLAHASSEE, FLORIDA

Barry Lusk – Director
3834 Sunset Cove Drive
Port Orange, FL 32129

Article V
Incorporators

The name and address of the incorporator is:

Jordan M. Clancy
3822 Sunset Cove Drive
Port Orange, FL 32129

Article VI
Mailing Address

The mailing address of the corporation shall be:

3822 Sunset Cove Drive
Port Orange, FL 32129

Article VII
Membership

The corporation does not have voting members.

Article VIII
Compliance with Section 501 (C) (3),
Internal Revenue Code

Notwithstanding any other provisions of these Articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

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 of 1986, or corresponding Section of any future Federal Tax Code, or shall be distributed to the Federal, State, or Local government for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located exclusively for such purposes.

Article IX
Limitations and Distribution of Assets

8.1 The corporation shall have no capital stock; no part of its net earnings shall inure to the benefit of any director or officer of the corporation, or of any private individual.

8.2 No director, officer, or any private individual shall be entitled to share in the distribution of any of the corporation assets upon dissolution of the corporation, or upon the winding up of its affairs. Upon such dissolution or winding up, all the remaining assets of the corporation shall be distributed by the board of directors for identical or similar uses and purposes as those of the corporation, or for any other religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3), to any other organization that would then qualify for exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code, as now stated or hereafter amended, or any successor federal tax code.

8.3 No substantial part of the activities of the corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Internal Revenue Code, 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.

8.4 Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as now stated or as hereafter amended, or any successor federal tax code, or by an organization contributions to which are deductible under Section 170(c)(2) of such code.

Article X
Bylaws

The authority to make, alter, amend or repeal Bylaws is vested in the board of directors, and may be exercised at any regular or special meeting of the Board.

J-M-C-

Jordan M. Clancy, Registered Agent

J-M-C-

Jordan M. Clancy, Incorporator

AFFIDAVIT OF NAME AND SIGNATURE

STATE OF FLORIDA

COUNTY OF VOLUSIA

On this day personally appeared before me, Jordan M. Clancy, who, after being first duly sworn, acknowledges the following:

I, Jordon Clancy, Director, Resident Agent and Incorporator of "The Red to Black Corporation of America, Inc.", use the signature below as my signature in all legal affairs, matters and documents.

J-M-C-

Jordan M. Clancy
Affiant

Sworn to and subscribed to before me on February 25, 2011, by Affiant, who produced United States Passport # 452479207 as identification.

[Signature]

Notary Public State of Florida

(Affix Notary Seal)



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