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To: Division of Corporations
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**FLORIDA PROFIT/NON PROFIT CORPORATION
ONE MILLION SOLES PROJECT, INC.**

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2011/03/07 19:09:02 5 /6

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

ONE MILLION SOLES PROJECT, INC.

ARTICLE II PRINCIPAL OFFICEThe principal street address and mailing address, if different is:

650 Jeter Ave Opelika, AL, 36801

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

PROVIDES FOOTWEAR AND SUPPLIES TO PEOPLE IN DISTRESSED AREAS, AND RELATED SERVICES.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

AS PROVIDED FOR IN THE BYLAWS

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

DON-TERRY VEAL - 1313 HICKORY LN AUBURN AL 36830 US (PRESIDENT & CEO)

CLIFFORD JONES - 2067 S EVERGREEN DR AUBURN AL 36830 (EXECUTIVE VICE PRESIDENT)

KEENAN GRENNELL - 1313 HICKORY LN, AUBURN AL 36830 (VICE PRESIDENT)

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESSThe name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301

ARTICLE VII INCORPORATORThe name and address of the Incorporator is:

DON-TERRY VEAL - 1313 HICKORY LN AUBURN AL 36830 US

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.

Corporation Service Company

By: Lamont W Jones, Assistant VP

Signature/Registered Agent

03/4/2011

Date

Signature/Incorporator

03/4/2011

Date

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ONE MILLION SOLES PROJECT, INC.

501(c)(3) Attachment

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, 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 corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 set forth in the purpose clause of the certificate of incorporation. 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. Notwithstanding any other provision of this certificate, 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of the county in which the principal office of the organization 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.

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