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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Paint Your Heart Out Tampa, Inc.

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**ARTICLES OF INCORPORATION  
OF  
PAINT YOUR HEART OUT TAMPA, INC.**

These Articles of Incorporation are hereby made and acknowledged by the undersigned Incorporator, to be filed with the Secretary of State, State of Florida, for the purpose of forming a corporation not for profit in accordance with Chapter 617 of the Florida Statutes.

**ARTICLE I  
NAME AND ADDRESS**

- (a) The name of the Corporation shall be PAINT YOUR HEART OUT TAMPA, INC. (the "Corporation").
- (b) The street address of the initial principal office of the Corporation shall be 4728 North Hubert Avenue, Tampa, Florida 33614.
- (c) The mailing address of the Corporation shall be 4728 North Hubert Avenue, Tampa, Florida 33614.

**ARTICLE II  
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III  
PURPOSES; RESTRICTIONS**

- (a) Subject to the restrictions set forth in paragraph (b), the general purposes for which the Corporation is organized are to receive and administer real and personal property and to apply such property, as well as the income it produces, exclusively for charitable, scientific, literary and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any subsequent Federal tax laws. More specifically, the main purpose of the Corporation is to aid underprivileged and low-income residents of the city of Tampa that are in need of home renovation and revitalization primarily through exterior painting.
- (b) Despite any contrary provision of these Articles:
  - (1) No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director or officer of the Corporation, or any private individual (except

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that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

- (2) No Member, Director or 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.
- (3) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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.
- (4) The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.
- (5) Despite any other provision of these Articles or Florida law, the Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code.

**ARTICLE IV  
POWERS**

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

**ARTICLE V  
MEMBERS**

- (a) The Corporation shall have one class of Members.
- (b) The rights of Members, and the qualification and designation of Members, shall be as set forth in the Bylaws of the Corporation.

**ARTICLE VI  
DIRECTORS**

- (a) All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed by, a Board of Directors.

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(b) The names and addresses of the initial members of the Board of Directors of the Corporation are as follows:

- (1) Gerald D. Hansen  
4728 Hubert Avenue  
Tampa, Florida 33614
- (2) Bill Duvall  
5408 Branch Avenue  
Tampa, Florida 33604
- (3) Noemi Alfonso  
8723 Florida Mining Boulevard  
Tampa, Florida 33634

(c) The manner in which future Directors are to be elected or appointed shall be as set forth in the Bylaws of the Corporation. The number of Directors may be increased or decreased in the manner provided in the Bylaws of the Corporation, but the Corporation shall always have at least three (3) Directors.

**ARTICLE VII  
BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Directors of the Corporation. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors, except as otherwise provided in the Bylaws.

**ARTICLE VIII  
AMENDMENT OF ARTICLES OF INCORPORATION**

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law.

**ARTICLE IX  
DISSOLUTION**

Upon the dissolution of the Corporation or the winding up of its affairs, the remaining assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws.

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**ARTICLE X  
REGISTERED OFFICE AND REGISTERED AGENT**


- (a) The street address of the Corporation's initial registered office is 4728 Hubert Avenue, Tampa, Florida 33614.
- (b) The name of the Corporation's initial registered agent at that address is GERALD D. HANSEN.

**ARTICLE XI  
INCORPORATOR**

The name and address of the Incorporator of the Corporation is as follows:

GERALD D. HANSEN  
4728 Hubert Avenue  
Tampa, Florida 33614

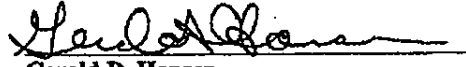
IN WITNESS WHEREOF, I have executed these Articles of Incorporation on 27th of October, 2011.

  
Gerald D. Hansen

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**CERTIFICATE OF ACCEPTANCE**

Having been named registered agent, to accept service of process for the above stated Corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0502, Florida Statutes.

  
Gerald D. Hansen

Registered Agent

Date: 27th of October, 2011

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