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(Requestor's Name)

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(City/State/Zip/Phone #)

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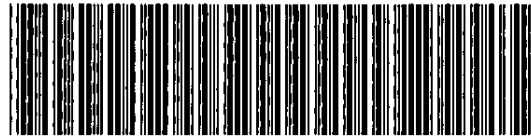
(Business Entity Name)

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TALLAHASSEE, FLORIDA

K 08/27/12



K. Reid, CPA, Inc.

July 26, 2012

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

Re: Open Arms Thrift Store, Inc.

Enclosed please find one original and two copies of the Articles of Incorporation for the above referenced entity and a check for \$78.75, representing the filing fee and the certified copy.

If you have any questions or need any additional information, please contact the undersigned at 386-788-6057.

Very Truly Yours,

A handwritten signature in black ink that reads "Karen Leone". The signature is fluid and cursive, with the first and last names being clearly legible.

Karen Leone, J.D., E.A.

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**ARTICLES OF INCORPORATION OF
OPEN ARMS THRIFT STORE, INC.**

We, the undersigned incorporators, being natural persons competent to contract, hereby subscribe to these articles to form a non-profit corporation under and pursuant to the laws of the State of Florida for the purposes hereinafter stated.

ARTICLE I – NAME

The name of this non-profit corporation shall be Open Arms Thrift Store, Inc.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be

306 S. Woodland Blvd., Ste. A
Deland, FL 32720

ARTICLE III – PURPOSES

This organization is organized and operated exclusively for the following specific purposes:

1. Donate money, school supplies and backpacks to local schools to provide to their teachers and students who are in need of the supplies.
2. Donate clothing and food to the homeless and others in need.
3. Blanket drive during the winter months to donate to anyone who is in need.

ARTICLE IV – MANNER OF ELECTION OF DIRECTORS

Section 1 – Management of Corporation

The affairs of this non-profit corporation are to be managed by a President, Vice President, Secretary, and other such directors, as the Board of Directors deems advisable. These directors shall be elected annually by the membership, in the manner prescribed in the bylaws.

Section 2 – Directors

The names and residence addresses of the directors who are to serve until the first election as provided under these articles of incorporation are:

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FALL ANASSSE, FLORIDA

Mindy Mills
449 Gasline Road
Deland, FL 32724

President/Director

Donna Mills
1148 W. Euclid Avenue
Deland, FL 32720

Secretary/Director

Larry Mills
1148 W. Euclid Avenue
Deland, FL 32720

Vice President/Directors

ARTICLE V – INITIAL REGISTERED AGENT

The name of Florida street address of the initial registered agent is:

Karen Leone, J.D., E.A.
3890 Turtle Creek Drive, Suite B
Port Orange, FL 32127

ARTICLE VI - INCORPORATORS

The name and residence addresses of the incorporators to these Articles of Incorporation are as follows:

Mindy Mills
449 Gasline Road
Deland, FL 32724

Donna Mills
1148 W. Euclid Avenue
Deland, FL 32720

Larry Mills
1148 W. Euclid Avenue
Deland, FL 32720

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STATE
TALLAHASSEE, FLORIDA

ARTICLE VII – COMPLIANCE

Section 1

Said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Section 2

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501 (c) (3) purposes. 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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt for Federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

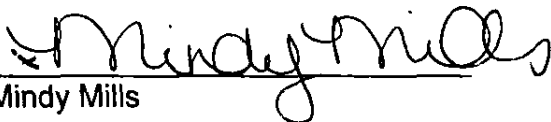
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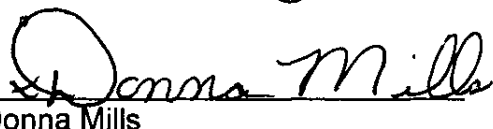
Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, i.e., charitable, educational, religious, scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

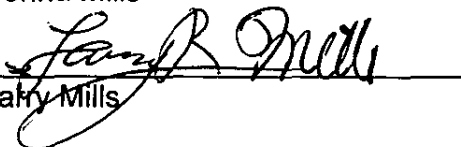
Section 4

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 1st day of August, 2012.


Mindy Mills


Donna Mills


Larry Mills

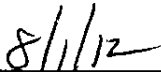
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STATE
TALLAHASSEE, FLORIDA

**REGISTERED AGENT FOR
OPEN ARMS THRIFT STORE, INC.**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Karen Leone
Registered Agent



Date

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TALLAHASSEE, FLORIDA