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FLORIDA PROFIT/NON PROFIT CORPORATION

The Great Mates, Inc.

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**ARTICLES OF INCORPORATION
OF**

THE GREAT MATES, INC.

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is **The Great Mates, Inc.**, and the address of its principal office is: 4307 Snead Island Rd., Palmetto, FL 34221

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is a **not for profit corporation**. The purpose for which the corporation is organized is to provide charity to the community by fund raising for community organizations, and providing scholarships for local highschool seniors.

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charity and education and for other charitable purposes, by the distribution of its funds for such purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any

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subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV

The corporation is organized upon a non-stock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

(a) Directors as Membership. The method of election and appointment of directors shall be described in the Bylaws.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

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ARTICLE V

The street address of the initial registered office of the corporation is 1429 60th Ave. West, Suite 300, Bradenton, County of Manatee, State of Florida. The name of its initial registered agent at such address is Schofield & Spencer, P.A. The mailing address is 1429 60th Ave. West, Suite 300, Bradenton, Florida 34207.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be 5; provided however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until their successors are elected. The first meeting of members shall be held on January 17th, 2013, at 6:00 pm, at the offices of the corporation, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of 1 year and thereafter until the qualification of the successors in the office. Annual meetings shall be held at the office of the corporation, on the third Thursday in January of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the

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same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation (and bylaws) of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Residential Address</u>
Brittany Guido	11715 69 th St. E., Parrish, FL 34219
Nancy Schofield	9312 Kingston Rd., Bradenton, FL 34210
Chris Harrington	4005 Cobia Ct., Palmetto, FL 34221
Nancy Christian	4010 Redfish Ct., Palmetto, FL 34221
Sydney Schurette	4612 Arlington Rd, Palmetto, FL 34221

ARTICLE VII

The name and address of the incorporator are:

Brittany Guido	11715 69 th St. E., Parrish, FL 34219
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ARTICLE VIII

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefore in the bylaws.

ARTICLE IX

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE X

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum for members for their vote. Amendments may be adopted by a vote of at least two thirds of a quorum of members of the corporation.

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ARTICLE XII

This corporation is organized exclusively for charitable, educational, and scientific purposes, the making of distributions to corporations that qualify as exempt corporations 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 hereof. 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 document, 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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, 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 Common Pleas of the county in which the principal office of the corporation is then

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located, exclusively for such purposes or to such corporation or corporations, as said Court shall determine, which are organized and operated exclusively for such purposes.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on January 8th, 2013.

Signed this 8th day of January, 2013.

Signature

Brittany Guido
Brittany Guido, incorporator and President of the Board
of Directors

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Brittany Guido, who is personally known or produced FL DL as identification, and who executed the foregoing instrument and she acknowledged the same.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of January, 2013.

Kathleen Herbach
Notary Public

My Commission Expires:



KATHLEEN J. HERBACH
MY COMMISSION # EE 033488
EXPIRES: December 2, 2014
Bonded Thru Budget Notary Services

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 617, Florida Statutes,
the following is submitted in compliance with the said Act: FIRST. . . The Great Mates, Inc.,
desiring to organize under the laws of the State of Florida with its principal office, as indicated in
the Articles of Incorporation at the City of Palmetto, County of Manatee, State of Florida, has
named **Schofield & Spencer, PA**, located at 1429 60th Ave. W., Suite 300, Bradenton, Florida
34207 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby accept to act in this capacity, and acknowledge that
I am familiar with the duties and responsibilities as Registered Agent.

Schofield & Spencer, PA

BY: Kathleen Herbach
Kathleen Herbach

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