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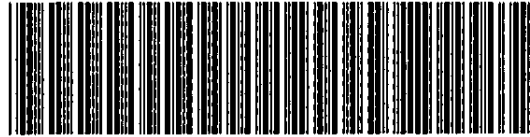
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DIVISION OF CORPORATIONS
13 SEP 25 PM 3:57

22 2713

COVER LETTER

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

SUBJECT: 'Vine Health Corporation'

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the
Articles of Incorporation and a check for :

☐ \$70.00 ☐ \$78.75 ☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee & Filing Fee Filing Fee,
Certificate of & Certified Copy Certified Copy
Status & Certificate

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

ADDITIONAL COPY REQUIRED

FROM: Olajide Thomas

Name (Printed or typed)

Address

**3707 Cassandra Drive,
Tallahassee, FL 32309**

Daytime Telephone number: (850) 567-9474

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

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In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I: NAME

The name of the corporation shall be: Vine Health Corporation

ARTICLE II: PRINCIPAL OFFICE

Principal street address & Mailing address:

3707 Cassandra Drive, Tallahassee, FL 32309

ARTICLE III: PURPOSE

' Vine Health Corporation' is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The ' Vine Health Corporation' is a charitable, educational and research oriented organization empowering individuals communities and nonprofit sectors to flourish and attaining sustainable transformation. The center was established to increase access to preventative healthcare and risk-reduction services for prevention and protection against diseases, injury and disability. We offer counseling services to individuals or group.

- We provides management and technical services to improve the effectiveness of the nonprofit sectors . In addition, we also offer quality improvement, financial management, leadership development services, strategic planning.
- We offers assistance and consulting services to other nonprofit organizations. We give technical assistance by utilizing technology- telephone or e-mail, design and deliver workshops and trainings to nonprofit organizations.
- We promote economic growth and community development

3.02 Public Benefit

The 'Vine Health Corporation' is designated as a public benefit corporation.

ARTICLE IV: NON-PROFIT NATURE

4.01 Non-Profit Nature

The 'Vine Health Corporation' is organized exclusively for charitable, educational and research-oriented 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 ' Vine Health 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 any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The 'Vine Health Corporation' is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the directors, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of ' The Vine Center, Inc' of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the 'Vine Health Corporation' any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of ' The Vine Center, Inc' hereunder shall be selected by the discretion of a majority of the managing body of the (Nam of ' The Vine Health Corporation' and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against ' The Vine Health Corporation' by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings, properties of the directors of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 Article III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation' s activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or

intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V: BOARD OF DIRECTORS

5.01 Governance

The 'Vine Health Corporation' shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be:

Name: Olajide Thomas, President

Address: 3707 Cassandra Drive, Tallahassee, FL 32309

Name: Roger Beck, Treasurer

Address: 1342 Vickers Road, Tallahassee, FL 32303

Name: Alex Wallers, Secretary

Address: 3706 Cassandra Drive, Tallahassee, FL 32309

ARTICLE VI: MEMBERSHIP

6.01 Membership

The 'Vine Health Corporation' shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII: AMENDMENTS

7.01 Amendments:

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII: MANNER OF ELECTION

The manner in which the directors are elected and appointed are as follows: All the officers of the Board of Directors are elected by vote **except** the office of the President, which shall always remain occupy by the founder of the corporation. The President shall never be 'voted out' by the Board of Directors. The President shall continue to be a member of the Board of Directors for the life-time of the corporation.

ARTICLE IX: REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Olajide Thomas

Address: 3707 Cassandra Drive

Tallahassee, FL 32309

ARTICLE X: INCORPORATOR

The name and address of the Incorporator is:

Name: Olajide Thomas

Address: 3707 Cassandra Drive

Tallahassee, FL 32309

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

Required Signature of Registered Agent

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

A handwritten signature in black ink, appearing to be "J. S. [unclear]", followed by the date "9/23/2013".

Required Signature of Incorporator

Date