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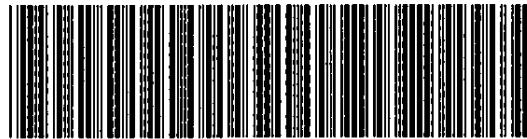
AUTHORIZATION BY PHONE TO

correct Article I & X

DATE _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 OCT -2 PM 1:49

qs 10/3/13

September 27, 2013

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

Subject: Grace 4 Kids, Inc.

Dear Ladies/Gentlemen:

On behalf of the Incorporator of Grace 4 Kids, Inc., please find enclosed the original and one (1) copy of the Articles of Incorporation and a check in the amount of \$87.50 for Grace 4 Kids, Inc.

Would you please process this in the usual manner and then return to me a Certified Copy of these Articles and the appropriate Certificate.

Should you have any question or comments, please contact me.

Very truly yours,



William C. Schanlaber
25304 Forest Oak Court
Leesburg, FL 34748
(352) 728-8057
Email: billsal@comcast.net

Cc: Shana Avery

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ARTICLES OF INCORPORATION

OF

GRACE 4 KIDS, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I

NAME AND ADDRESS

The name of this Corporation shall be: Grace 4 Kids, Inc. The principal office of the Corporation is located at 3760 Liberty Hill Drive, Clermont, Florida 34711.

ARTICLE II

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III

CORPORATE PURPOSES

The Corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, which purposes shall be to encourage, solicit, receive and administer gifts

and bequests of property and funds for scientific, educational and charitable purposes, all for the primary purpose of providing school supplies and funding school related activities for children in need residing in Lake County, Florida, and to that end to take and hold, for any of said purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law or in the instrument under which received; to buy, sell, lease, convey and dispose of any such property and to invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any of said purposes; and, in general, to exercise any, and all powers which a corporation not for profit organized under the laws of Florida for the foregoing purposes can be authorized to exercise. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Corporation shall inure to the benefit of any officer, director, member, or any other person. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

During any period that the Corporation may be found to be a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the Corporation shall: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a); (2) not engage or be involved in any act of self-dealing, as defined in Section 4941(d), so as to give rise to any liability for the tax imposed by Section 4941(a); (3) not retain any excess business holdings as defined in Section 4943(c), so as to give rise to any liability for the tax imposed by Section 4943(a); (4) not make any investments which

would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and (5) not make any taxable expenditures, as defined in Section 4945(d), so as to give rise to any liability imposed by Section 4945(a). Unless otherwise indicated, as used in this Article III and hereinafter, all section references are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

ARTICLE IV

CORPORATE POWERS

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article III above.

ARTICLE V

CAPITAL STOCK

The Corporation shall not have capital stock.

ARTICLE VI

MEMBERS

The Corporation shall not have members.

ARTICLE VII

BOARD OF DIRECTOR

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of

which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit. The initial directors of the Corporation shall be the following persons living at the following respective addresses: Shana Avery, 3760 Liberty Hill Drive, Clermont, FL 34711; Patricia Merchant, 14935 Windy Mount Circle, Clermont, FL 34711; and Lynn Sennet, 704 Boyle Street, Leesburg, FL 34748.

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended at a duly called meeting of the Board of Directors by the affirmative vote of at least a majority of the members of the Board of Directors then in office provided proper notice of the changes to be made has been given and a quorum is present.

ARTICLE IX

DISSOLUTION

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 the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the

principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.


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ARTICLE X

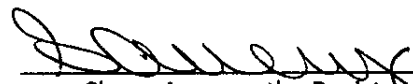
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Registered Office of the Corporation is 3760 Liberty Hill Drive, Clermont Florida 34711, and the name of the Registered Agent at such address is Shana Avery.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation of Grace 4 Kids, Inc. on this 27 day of September, 2013.


Shana Avery as the Incorporator
3760 Liberty Hill Dr
Clermont, FL 34711

The undersigned, being the designated Registered Agent in the above and forgoing Articles of Incorporation, does hereby accept the designation as Registered Agent and further state that I am familiar with, and accept, the obligations of that position.


Shana Avery as the Registered Agent