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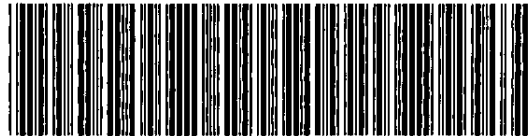
(Business Entity Name)

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15 MAY 26 AM 11:48
CLERK OF STATE
TALLAHASSEE, FLORIDA

5/29/15

Catherine Burns
3930 59th Way N.
St. Petersburg, FL 33709

May 18, 2015

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

Re: Articles of Incorporation Filing

I have enclosed an original copy of the proposed Articles of Incorporation of Virtues Circle, Inc. Please file the Articles of Incorporation and return a Certified Copy to the Registered Agent address. A check in the amount of \$78.75, made payable to the Department of State for filing fees and a certified copy is enclosed.

Sincerely,



Catherine S. Burns, Incorporator

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15 MAY 26 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
VIRTUES CIRCLE, INC.

FILED
15 MAY 26 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person of the age of 18 years or more, acting as incorporator of a corporation, not-for-profit, adopt the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.

ARTICLE I – NAME

The name of this not-for-profit corporation is: Virtues Circle, Inc., (hereinafter referred to as the "Corporation").

ARTICLE II – PRINCIPAL OFFICE

The principal office of Corporation and mailing address is the street address: 3930 59th Way N., St. Petersburg, FL 33709, but the Corporation may maintain offices, and transact business, in such other places within or without the State of Florida, as may from time to time be determined by the Board of Directors.

ARTICLE III - PURPOSE

The Corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes, incorporated on a non-stock basis. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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 the corresponding section of any future federal tax code.

The specific purposes of the Corporation are to promote the happiness and well being of the community by inspiring people to the practice of universal virtues and character strengths through discussions, workshops, and literature. In furtherance of these purposes, the corporation may engage in any lawful act or activity for which corporations may be organized under the Florida Not-For-Profit Corporation Act.

ARTICLE IV – DURATION

The corporation shall have perpetual duration, unless dissolved according to law.

ARTICLE IV — EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

1. 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 herein.
2. 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.
3. Notwithstanding any other provision of these articles, 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 the 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 the corresponding section of any future federal tax code.

ARTICLE V – DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than two thirds (2/3) of the Board of Directors. Upon dissolution of the Corporation, after making provisions for the payment of all of the liabilities of the corporation, the assets of the Corporation shall be distributed to such charitable, religious, scientific, literary or educational organizations, consistent with the Corporation's purposes as set for in Article 3, which then qualify under the provision of Code Section 501(c)(3) of the Internal Revenue Service, as the Board of Directors shall determine. 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 operated exclusively for the benefit of the public.

ARTICLE VI – MEMBERS

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows: NO Members.

ARTICLE VII – BOARD OF DIRECTORS AND OFFICERS

- 7.1. The affair and property of the Corporation shall be managed and governed by a

Board of Directors composed of not less than three (3) persons.

7.2. The manner of admission of the Directors and their respective terms shall be set forth in the Corporation's Bylaws.

The following persons shall constitute the initial Board of Directors of the Corporation, to hold office until the qualification and admission of their successors pursuant to the provisions of the Corporation's Bylaws. The number of initial directors of this corporation is five (5). Their names and addresses are:

Catherine Burns, Chairman
3930 59th Way N.
St. Petersburg, FL 33709

Jessica Smith, Secretary
3820 38th Avenue N.
St. Petersburg, FL 33713

Ellen Menna, Treasurer
6101 38th Avenue N.
St. Petersburg, FL 33710

Nicole Slaughter Graham, Director
900 45th Street N.
St. Petersburg, FL 33713

Jessica Scott, Director
1601 Delaware Avenue N.E.
St. Petersburg, FL 33703

ARTICLE VIII – IDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former officer of Director, to the fullest extent permitted by law.

ARTICLE IX – INCORPORATORS

The name and address of the incorporator is: Catherine Burns, 3930 59th Way N., St. Petersburg, FL 33709.

ARTICLE X – BYLAWS

The Bylaws of the Corporation shall be adopted by the initial Board of Directors, as constituted under Article VII above, at the organizational meeting of the Board, and said Bylaws may thereafter be amended, by the affirmative vote of at least two thirds (2/3) of the Board of Directors present and voting.

ARTICLE XI – AMENDMENTS OF ARTICLES OF INCORPORATION

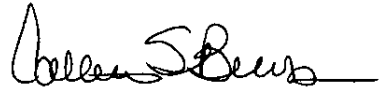
These Articles of Incorporation may be amended by the affirmative vote of at least two thirds (2/3) of the Board of Directors of this corporation, present and voting, at any regular or special meeting of the Board of Directors called specifically for that purpose, given that notice of such meeting containing the text of the proposed amendments be

furnished to each member not less than 7 days prior to such meeting.

ARTICLE X – REGISTERED AGENT

The name and address of the initial registered agent is: Catherine Burns, 3930 59th Way N., St. Petersburg, FL 33709.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18 day of MAY 2015.

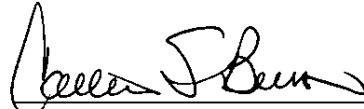
A handwritten signature in black ink, appearing to read "Catherine S. Burns", is written over a horizontal line.

CATHERINE S. BURNS
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service or process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Dates this 18 day of MAY 2015.



Catherine S. Burns, Registered Agent

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TALLAHASSEE, FLORIDA