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INC.**

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Inc

1.

Be a Rose, Inc.

(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

Articles of Incorporation
of
BE A ROSE, INC.
(A Not For Profit Florida Corporation)

The undersigned incorporators hereby make, subscribe, acknowledge, and files with the Florida Department of State these Articles of Incorporation for the purposes of forming a corporation not for profit in accordance with §617.0202 Florida Statutes and the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be "BE A ROSE, INC." (the "Corporation")

ARTICLE 2

Purpose

The purpose for which this Corporation is organized and shall be operated is:

2.1 Said Corporation shall be organized and its primary purpose shall be, using funds received through charitable donations, to provide, free of charge, information, services and products to promote and improve the health, welfare, and productivity of school-age youth in underserved inner city and rural populations. The information, services, and products will target hygiene, health, nutrition, general wellness habits and self-esteem protocols.

2.2 The Corporation's mission is to ensure school-age youth do not drop out due to the lack of basic hygiene products for girls, food, medications, school supplies, safe and adequate drinking water, or problems related to health screening and immunizations. This will be achieved

by coordinating product donations and pro bono services from a variety of sources including experts, businesses, faith-based organizations, community self-help initiatives, schools, social service agencies, and local government health institutions.

2.3 The Corporation will provide the coordination, implementation, evaluation and supervision of these coordinated efforts. The Corporation will also provide the funding for the logistical and material costs of the pro bono services, and the administrative costs of donation solicitation and disbursements.

2.4 The Corporation's ultimate goal will be to disrupt and hopefully eliminate the cycle of poverty, misery, and untimely death for school-aged youth in underserved inner city and rural populations. This will be achieved by helping school-age youth complete formal education, join mainstream income society, and create positive changes in their respective communities.

2.5 There shall be no discrimination by this Corporation nor its directors based on race, creed, color, sex, national or ethnic origin.

ARTICLE 3

Powers

Except as stated below, this Corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which this Corporation is organized.

ARTICLE 4

Limitation of Corporate Powers

4.1 No part of the net earnings of this Corporation shall inured to the benefit of, or be distributable to its officers, directors, 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 these Articles of Incorporation. 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) of any political campaign on behalf of or in opposition to any candidate for public office.

4.2 Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on

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~~(a) by a corporation exempt from federal income tax under IRC Section 501(c)(3); or the regulations issued thereunder, or the corresponding section(s) or regulation(s) of any future federal tax code, or~~
(b) by a corporation, contributions to which are deductible under IRC Section 170(c)(2) or regulations issued thereunder, or the corresponding section(s) or regulation(s) of any future federal tax code.

ARTICLE 5

Term of Existence

The term for which this Corporation is to exist shall be perpetual.

ARTICLE 6

Officers and Directors

6.1 The affairs of this Corporation shall be managed by a Board of Directors who shall be elected as provided in the By-Laws and by officers who shall be elected by the Board of Directors.

6.2 The officers to be elected shall include a President and such other officers as may be provided for in the By-Laws of this Corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this Corporation shall be provided in the By-Laws. The initial officers of this Corporation shall be:

President	Christine Nyawira Mwangi
Secretary	Hilda Waithira Mwangi
Treasurer	Charles Kimani Kungu

6.3 The number of Directors and the manner of filling vacancies in the board of Directors shall be provided in the By-Laws of this Corporation and the number of Directors shall not be less than Three (3). A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

ARTICLE 7

Directors

The names and addresses of the members of the first Board of Directors, who, subject to these Articles, the By-Laws of this Corporation and the laws of the State of Florida, shall hold office for the first year of this Corporation's existence, or until an election is held by the existing Directors for the election of Directors, or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Christine Nyawira Mwangi	11150 4 th St. N. #3308, St. Petersburg, FL 33716
Hilda Waithira Mwangi	11150 4 th St. N. #3308, St. Petersburg, FL 33716
Dr. James Munyeria Theuri	11150 4 th St. N. #3308, St. Petersburg, FL 33716
Rachel Bonaparte	11150 4 th St. N. #3308, St. Petersburg, FL 33716
Charles Kimani Kungu	11150 4 th St. N. #3308, St. Petersburg, FL 33716

ARTICLE 8

Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at 11150 4th St. N. #3308, St. Petersburg, FL 33716. The initial Registered Agent of this Corporation shall be Christine Nyawira Mwangi. This Corporation shall have the right to change such registered agent from time to time, as provided by law.

ARTICLE 9

Corporate Address and Mailing Address

The initial corporate address and mailing address of this Corporation shall be located at 11150 4th St. N. #3308, St. Petersburg, FL 33716.

ARTICLE 10

Incorporator

The name and address of the person signing these Articles as the incorporator is Christine Nyawira Mwangi, 11150 4th St. N. #3308, St. Petersburg, FL 33716.

ARTICLE 11

By-Laws

The By-Laws of this Corporation shall be made, altered, or rescinded from time to time in whole or in part by a majority vote of the Directors of this Corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the By-laws shall have been mailed by the President to all of the members of the Board of Directors at least Ten (10) days before the meeting.

ARTICLE 12

Dissolution

Upon the dissolution of this Corporation or the winding up of its affairs, the assets of this Corporation shall be distributed exclusively to charitable, religious, scientific, literary, educational, or organizations which would then qualify for the provisions of IRC Section 501(c)(3) and the regulations issued thereunder, 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 operated exclusively for such purpose; and no director, officer or private individual shall be entitled to share in the distribution of any assets.

ARTICLE 13

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended, altered, changed, or repealed in whole or in part by a majority vote of the Board of Directors of this Corporation at any meeting of the

Corporation duly called and convened; provided notice of the proposed action shall have been communicated to the Board of Directors prior to the meeting as provided in the By-Laws.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation at Tampa, Florida, on this 21st day of JANUARY, 2016, for the uses and purposes stated therein.

I submit these Articles of Incorporation 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 Section 817.155, Florida Statutes.

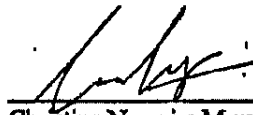
"Incorporator"



Christine Nyawira Mwangi

Statement Accepting Appointment as Registered Agent

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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 AS PROVIDED IN CHAPTER 617 OF THE FLORIDA STATUTES.



Christine Nyawira Mwangi, Registered Agent

Date: 01-21, 2016

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