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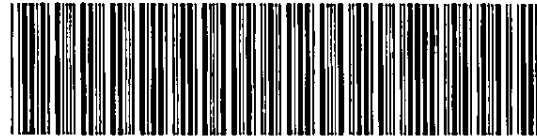
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SUNCOAST ENCHANTED ALLIANCE, INC.

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ARTICLES OF INCORPORATION
OF
SUNCOAST ENCHANTED ALLIANCE, INC.

A Not-for-Profit Corporation

The undersigned, for the purpose of creating a corporation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME AND ADDRESS

The name of this corporation shall be **Suncoast Enchanted Alliance, Inc.** (the "Corporation"). The physical address of the Corporation's principal office shall be at 8268 Summer Night Rd. Sarasota, FL 34241. The mailing address of the Corporation shall be at 8268 Summer Night Rd. Sarasota, FL 34241.

ARTICLE II
OBJECTIVES AND PURPOSES

The general objectives and purposes of this Corporation shall be:

A. To operate exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (collectively, the "Code"); and to exercise all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act.

B. To establish rules and regulations governing the exercise of all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, within the restrictions of Section 501(c)(3) of the Internal Revenue Code, including without limitation, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of any such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To provide materialistic gifts, donations, volunteerism and assist with the needs of local businesses and charitable organizations and to create philanthropic events for developing economic growth and strengthening the ties of the local community.

D. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

E. Notwithstanding any other provision of these Articles, this Corporation shall not

carry on any other activities not permitted to be carried on (a) by an organization 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).

ARTICLE III

TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its Board of Directors as provided in the Bylaws of this Corporation.

ARTICLE IV

MEMBERS

The Corporation shall not have members.

ARTICLE V

BOARD OF DIRECTORS OF THE CORPORATION

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation. The Corporation shall have at least three (3) directors, but no more than eleven (11) directors. Members of the Board of Directors shall be elected as set forth in the Bylaws.

ARTICLE VI

NAMES OF INITIAL BOARD OF DIRECTORS

Directors:

Mary E. Boger
Lauren J. Gow
Megan L. Stephenson

Address:

8268 Summer Night Rd. Sarasota, FL 34241
9105 Luna Lane Sarasota, FL 34241
9267 Starry Night Avenue Sarasota, FL 34241

ARTICLE VII

AMENDMENTS TO THE ARTICLES OF INCORPORATION

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting and as further set forth in the Bylaws. Any amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the Directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which

would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles VIII and IX of these Articles of Incorporation.

ARTICLE VIII **RESTRICTIONS**

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

A. Shall distribute its income, if any, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

B. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

C. Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

D. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any Future federal tax code).

E. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

F. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, Directors, 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 Section 501(c)(3) purposes. 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 publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE IX **DISSOLUTION**

In the event the Corporation is dissolved by either voluntary or involuntary means, all residual assets of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (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 public purpose. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein. 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 purposes.

ARTICLE X
INDEMNIFICATION

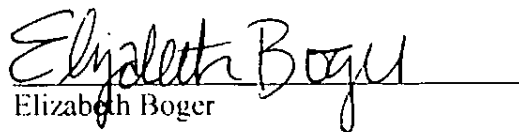
The Corporation, to the fullest extent permitted by law, shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the corporation or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof as more fully set forth in the Bylaws.

ARTICLE XI
REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED AGENT
ACCEPTANCE

The name and address of the registered agent of the Corporation is:

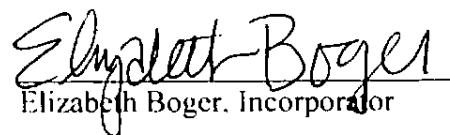
Elizabeth Boger
8268 Summer Night Rd
Sarasota, FL 34241

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.


Elizabeth Boger

ARTICLE XII
INCORPORATOR

The name and street address of the incorporator of the Corporation is as follows: Elizabeth Boger, 8268 Summer Night Rd, Sarasota, FL 34241.


Elizabeth Boger, Incorporator