

TRANSMITTAL LETTER

P00000014121

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

SUBJECT:

The Giving Tree, Inc.  
(Proposed corporate name - must include suffix)

400003129874--4  
-02/09/00--01085--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

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

ADDITIONAL COPY REQUIRED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 FEB -9 PM 2:31

APPROVED  
AND  
FILED

FROM:

The Giving Tree, Inc.  
Name (Printed or typed)

1350 Mohand Drive #214  
Address

Tallahassee FL 32300  
City, State & Zip

950) 668-0895  
Daytime Telephone number

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 FEB -9 PM 2:21

RECEIVED

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

Will Wait

02-09-00  
T.B.

ARTICLES OF INCORPORATION  
OF  
THE GIVING TREE, INC.

APPROVED  
AND  
FILED

00 FEB -9 PM 2:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

1. The name of the Corporation is the Giving Tree, Inc. The period of duration of the corporation is perpetual.

2. The principal office of the Corporation shall be in Tallahassee, Florida. The Corporation may also establish any office or offices at such other place or places as the Board of Directors may from time to time designate. The mailing address of the Corporation shall be 1350 Mahan Drive # 214, Tallahassee, Florida 32308.

3. Authorized Shares.

Number. The aggregate number of shares that the Corporation shall have the authority to issue is 1000 shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue. 30 shares of the Capital Stock of the Corporation shall be issued for cash at a par value of \$1.00 per share.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No classes of stock. The shares of the Corporation are not to be divided into classes.

4. The street address of the initial registered office of the Corporation is 1600 Cherryhill Lane, Tallahassee, Florida, and the name of the initial registered agent at such address is Rosa Morgan.

5. The initial Board of Directors shall consist of three (3) members, who need not be residents of this state or shareholders of the Corporation.

6. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors have been elected and qualified are as follows:

Jo Hannah Afton	211 Sinclair Street, Tallahassee, Florida 32312
Marguerite E. David	1530 Yancey Street, Tallahassee, Florida 32303
Rosa Morgan	1600 Cherryhill Lane, Tallahassee, Florida 32312

7. The names and addresses of the initial incorporators is as follows:

Jo Hannah Afton	211 Sinclair Street, Tallahassee, Florida 32312
Marguerite E. David	1530 Yancey Street, Tallahassee, Florida 32303
Rosa Morgan	1600 Cherryhill Lane, Tallahassee, Florida 32312

8. The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting with no less than a two-thirds vote of the common stock.

9. The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of stock of this Corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The redemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

10. The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of their shares, then distribute them among as many candidates as they may wish.

Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of the directors that said shareholder intends to cumulate his vote at said election.

11. The purpose for which the corporation is organized is to engage in consulting with foundations, not-for-profits, units of state and local governments and individuals and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes and to do all other things incidental to them or connected with them that are not forbidden by the

state of Florida. In addition to the state purpose, the Corporation is authorized to conduct all lawful business activity in the state and outside.

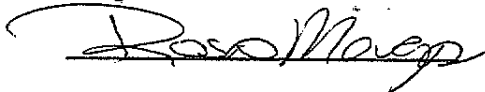
IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed these Articles of Incorporation on the 3 day of February, 2000.



Jo Hannah Afton



Marguerite E. David



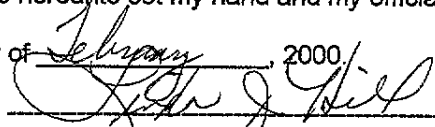
Rosa Morgan

State of Florida

County of Leon

Before me, the undersigned authority, personally appeared Jo Hannah Afton, Marguerite E. David and Rosa Morgan, who are to me known to be the persons described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in said county and state this 3 day of February, 2000.

  
Notary Public, state of Florida

Printed Notary Name

My Commission Expires:



Linda J Hill

My Commission CC754957

Expires June 28, 2002

APPROVED  
AND  
FILED

REGISTERED AGENT

00 FEB -9 PM 2:31

The Giving Tree, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for the above state corporation at the place designated in this certificate, 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.

Rosa Morgan

Signature of Rosa Morgan, Registered Agent

1600 Cherryhill Lane

Tallahassee FL 32312

Address

2-03-99

Date