

Nonprofit Corporation
ARTICLES OF INCORPORATION
of
ALICE'S KIDS, INC.

The undersigned, acting as incorporator to form a corporation under the Virginia Nonprofit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE: The name of the corporation is ALICE'S KIDS, INC.

ARTICLE TWO: The period of duration is perpetual.

ARTICLE THREE: The corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code. (All references to sections in these Articles refer to the Internal Revenue Code of 1986 as amended or to comparable sections of subsequent internal revenue laws.) Specifically, the corporation is organized to provide support for needy children. In pursuance of these purposes it shall have the powers to carry on any business or other activity which may be lawfully conducted by a corporation organized under the Virginia Nonprofit Corporation Act, whether or not related to the foregoing purposes, and to do all things necessary, proper and consistent with maintaining tax exempt status under section 501(c)(3).

ARTICLE FOUR: The corporation shall have no members.

ARTICLE FIVE: (1) The name of the corporation's registered agent is Ron Fitzsimmons, an individual who is a resident of Virginia and an initial director of the corporation. The corporation's initial registered office address, including street and number, which is identical to the business office of the initial registered agent is 3212 Wessynton Way, Alexandria, VA 22309, which is located in the county of Fairfax.

ARTICLE SIX: The names and addresses of the initial board of directors are:

Ron Fitzsimmons
3212 Wessynton Way
Alexandria, VA 22309

Lorraine Maguire
3212 Wessynton Way
Alexandria, VA 22309

Laura Peters
3212 Wessynton Way
Alexandria, VA 22309

Meg Knemeyer
3212 Wessynton Way
Alexandria, VA 22309

Patrick Fitzsimmons
3212 Wessynton Way
Alexandria, VA 22309

Edward Donohue
3212 Wessynton Way
Alexandria, VA 22309

David Hume
3212 Wessynton Way
Alexandria, VA 22309

Linda Cohen
3212 Wessynton Way
Alexandria, VA 22309

The members of the Board of Directors shall be those individuals elected, from time to time, in accordance with the Bylaws. Directors shall elect their successors.

ARTICLE SEVEN: The internal affairs of the corporation shall be regulated by its Board of Directors as described in the Bylaws. Upon dissolution of the corporation, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

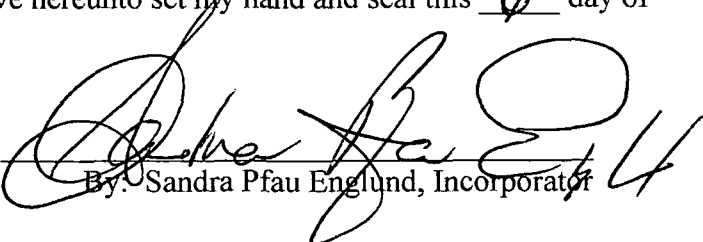
ARTICLE EIGHT: No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this corporation shall be limited to reasonable amounts. No substantial amount of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this corporation shall not intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles or of any Bylaws adopted thereunder, this corporation shall not take any action not permitted by the laws which then apply to this corporation.

ARTICLE NINE: The name and address, including street and number, of the incorporator is:

Sandra Pfau Englund
14180 Bridgewater Crossings Blvd
Windermere, FL 34786

IN WITNESS THEREOF, I have hereunto set my hand and seal this 8th day of

June, 2011

By:  Sandra Pfau Englund, Incorporator