

AZ CORPORATION COMMISSION
FILED



DEC 11 2006
FILE NO: 1493869-0

**ARTICLES OF INCORPORATION
OF A TAX-EXEMPT
Pursuant to A.R.S. §10-3202
(Arizona Non-Profit Corporation)**

1. Name: The Name of the Corporation is:

Ella's Tea Party, Inc.

2. Purpose: The purpose for which the corporation is organized is:

to operate as a nonprofit corporation exclusively for charitable, scientific, literary, and education purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Service Code, or the corresponding section of any future federal tax code.

3. Character of Affairs: The character of affairs of the Corporation will be to:

- a. Solicit donations of property to the Corporation to be used in furtherance of the Corporation's stated charitable, scientific, literary, and educational purposes.
- b. Administer property donated to, or acquired by, the Corporation and income therefrom in furtherance of the corporation's state charitable, scientific, and educational purposes.
- c. Distribute such property to qualified organizations and person for charitable, scientific, literary, or educational purposes.
- d. Do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of the Corporation.

4. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in Article 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 any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried out (a) by a corporation exempt from Federal Income Tax under Section

501(c)(3) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 170(e)(2) of the United States Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

5. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 601(c)(3) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.
6. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.
7. Board of Directors: The initial board of directors shall consist of 1 director. The name and address of the person who is to serve as the director until the first annual meeting of the members, if a member corporation, or Board of Directors, if the corporation has no members, or until his successor is elected and qualifies is:

John Lyndon Vitrine
18027 North 15th Place
Phoenix, Arizona 85022

The number of persons to serve on the board of directors hereafter shall be fixed by the bylaws.

8. Known Place of Business: (In Arizona) The street address of the know place of business of the Corporation is:

18027 North 15th Place
Phoenix, Arizona 85022

9. Statutory Agent: (In Arizona) The name and address of the statutory agent of the Corporation is:

John Lyndon Vitrine

18027 North 15th Place
Phoenix, Arizona 85022

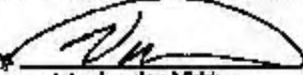
10. Incorporators: The name and address of the Incorporator is:

John Lyndon Vidrine
18027 North 15th Place
Phoenix, Arizona 85022

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

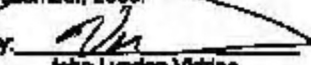
11. The Corporation will not have members.

Executed this 7th day of December, 2008 by all of the incorporators.

By: 
John Lyndon Vidrine

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 7th day of December, 2008.

By: 
John Lyndon Vidrine

