State of Indiana Office of the Secretary of State

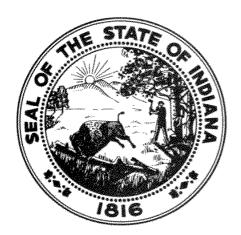
CERTIFICATE OF INCORPORATION

of

SPENCER PRIDE INC.

I, Todd Rokita, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented confirms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, June 18, 2008.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, June 18, 2008

TODD ROKITA, SECRETARY OF STATE

Jodd Colita

APPROVED AND FILED
TODD ROKITA
INDIANA SECRETARY OF STATE
6/18/2008 1:20 PM

ARTICLES OF INCORPORATION

Formed pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991.

ARTICLE I - NAME AND PRINCIPAL OFFICE

SPENCER PRIDE INC.

9050 W. Wolf Mountain Rd., Gosport, IN 47433

ARTICLE II - REGISTERED OFFICE AND AGENT

Melinda Bristow

9050 W. Wolf Mountain Rd., Gosport, IN 47433

ARTICLE III - INCORPORATORS

Jonathan Balash

180 Sycamore St, Spencer, IN 47460

Signature: Jonathan Balash

Melinda Bristow

9050 W. Wolf Mountain Rd, Gosport, IN 47433

Signature: Melinda Bristow

ARTICLE IV - GENERAL INFORMATION

Effective Date: 6/18/2008

Type of Corporation: Public Benefit Corporation

Does the corporation have members?: Yes

The purposes/nature of business

To promote and support the gay, lesbian, bisexual, and transgendered community in south central Indiana

Distribution of assets on dissolution or final liquidation

Upon the decision to dissolve the corporation the board will meet and choose a local charity in which to donate any funds