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ACCOUNT NO. : 072100000032
REFERENCE : 700490 7213793

AUTHORIZATION : *Patricia Pujols*
COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 17 PM 3: 17

ORDER DATE : May 17, 2000
ORDER TIME : 12:12 PM
ORDER NO. : 700490-005
CUSTOMER NO: 7213793

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CUSTOMER: David W. Foster, Esq
FOSTER AND FOSTER
FOSTER AND FOSTER
555 Fourth Street North

Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: HOMESPUNJOY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

J. Reynolds

RECEIVED
00 MAY 17 PM 12: 55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HOMESPUNJOY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 17 PM 3:17

The undersigned, all of whom are of legal age and competency, do hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida applicable to corporations not for profit, and hereby adopt these Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

HomeSpunJoy, Inc.

ARTICLE II. DURATION

The corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is a not for profit corporation, and formed exclusively for charitable purposes within the definition of "non-profit organizations" as defined by the Internal Revenue Code, which purposes shall include the following:

(A) The specific and primary purpose of this corporation is to operate for the advancement of charity and education and for other charitable purposes, by the distribution of its funds for such purposes, and particularly to provide residential care, support and assistance for terminally ill persons without regard to race, creed, religion or sexual orientation.

(B) The general purpose for which this corporation is formed is to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(C) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene, by publication or distribution of any statements or otherwise, in any political campaign on behalf of any candidate for public office.

ARTICLE IV. MEMBERSHIP

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the voting and other rights and privileges of members, shall be as regulated in the bylaws. However, the members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to assessments.

ARTICLE V. INCORPORATORS

The names and addresses of the incorporators of this Corporation are:

BARBRA JAYNE JOY FISHER
1430 - 54th Street South
Gulfport, Florida 33707

BONNIE HILL
840 Beach Drive Northeast
St. Petersburg, Florida 33701

JUDY ANN RILEY
1430 - 54th Street South
Gulfport, Florida 33707

BARBARA VICTORIA McADAMS
1430 - 54th Street South
Gulfport, Florida 33707

MARY SMITH
2045 East Bay Drive #327
Largo, Florida 33771

ARTICLE VI. BOARD OF DIRECTORS

(A) The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be five (5), provided, however, that such number may be increased by a bylaw duly adopted pursuant to the bylaws of this corporation.

(B) The Board of Directors may authorize any officer to carry out any business or matter within the purpose of the Corporation.

(C) The Incorporators and Subscribers to these Articles of Incorporation, whose names and addresses appear in Article V hereinabove, shall constitute the first Board of Directors.

(D) Each Director shall hold office until a qualified successor is duly elected.

(E) The Directors may fill any vacancy occurring on the Board of Directors by the majority vote of the Board of Directors present and voting at any regular meeting of the Board of Directors or at a special meeting called for that purpose.

(F) There shall be an Annual Meeting of the Board of Directors for the purpose of electing directors for the next year. Said meeting shall be held in January of each year and the Chairman shall notify all directors of the date, time, and place of such meeting. The election procedure for the election of Directors shall be as provided in the By-laws.

(G) Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the

same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VII. POWERS

(A) This Corporation shall have the power to acquire and hold title in fee simple, in trust, or otherwise, to both real and personal property; to improve, encumber, sell, convey, and dispose of all such property; to borrow money; to execute notes, bonds, and other evidences of indebtedness and to secure the same by mortgages and deeds of trust, annuity bonds and other instruments of indebtedness and to pay interest thereon; to improve, adapt, and use its personal property or the income therefrom in its charitable activities.

(B) The Corporation shall have all other powers and authorities granted by law to Corporations Not For Profit, and it shall not have any power that would disqualify it as a non-profit corporation under either state or federal law.

(C) The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever be distributed to its members or directors, except that the Corporation may pay reasonable compensation to its members or directors for services rendered, and may confer benefits upon its members in fulfillment of its purpose.

ARTICLE VIII. BY-LAWS

The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purpose as it may deem necessary from time to time. Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded,

added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE IX. NON PROFIT STATUS

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws. No part of the net earnings of this Corporation may inure or be paid to any member of the Corporation or private individual, provided however, that goods and services may be purchased and paid for by this Corporation at their fair market value in any bona fide transaction.

ARTICLE X. DISTRIBUTION OF ASSETS IN THE EVENT OF DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. None of the assets will be distributed to any member or director of this Corporation. **This Article shall be irrevocable and not subject to amendment.**

ARTICLE XI. AMENDMENTS

These Articles of Incorporation, with the exception of Articles IX and X, may be amended at a special meeting of the Board of Directors called for that purpose, by a two-thirds (2/3) vote of those Board members present and voting.

ARTICLE XII. PRINCIPAL OFFICE OF CORPORATION


The principal office and mailing address for the Corporation shall be 1430 - 54th Street South, Gulfport, Florida 33707.

ARTICLE XIII. INITIAL REGISTERED OFFICE AND AGENT


The street address of the initial registered office of this corporation shall be 555 Fourth Street North, St. Petersburg, Florida 33701, and the name of the initial registered agent of the corporation at that address is DAVID W. FOSTER.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have hereunto set our hands and seals this 12 day of May, A. D. 2000.



BARBRA JAYNE JOY FISHER, Incorporator

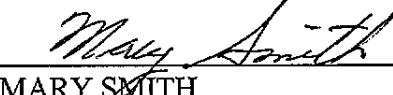
 ANN L. TICE
MY COMMISSION # CC 859959
EXPIRES: August 1, 2003
Bonded Thru Western Surety Company
(SEAL)


BONNIE HILL, Incorporator


 CLAUDIA A. CASSIDY
Notary Public - State of Florida
My Commission Expires Mar 2, 2004
Commission # CC915309
(SEAL)

SIGNED ON PAGE SIX B (SEAL)
JUDY ANN RILEY, Incorporator

 Karen Kuhles
My Commission CC689808
Expires November 30, 2001
(SEAL)


MARY SMITH, Incorporator


BARBARA VICTORIA McADAMS, Incorporator

 ANN L. TICE
MY COMMISSION # CC 859959
EXPIRES: August 1, 2003
Bonded Thru Western Surety Company
(SEAL)

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IN WITNESS WHEREOF, we, the undersigned subscribing incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have hereunto set our hands and seals this 9th day of May, A. D. 2000.

_____(SEAL)
BARBRA JAYNE JOY FISHER, Incorporator

_____(SEAL)
BONNIE HILL, Incorporator

_____(SEAL)
JUDY ANN RILEY, Incorporator

_____(SEAL)
MARY SMITH, Incorporator

_____(SEAL)
BARBARA VICTORIA McADAMS, Incorporator

HomeSpunJoy, Inc.
Articles of Incorporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Page Seven

MAY 17 PM 3: 17

ACCEPTANCE BY REGISTERED AGENT

I HEREBY am familiar with and accept the responsibilities and duties as registered agent for said Corporation.

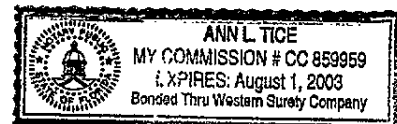
David W. Foster (SEAL)
DAVID W. FOSTER, Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority duly authorized by law to administer oaths and take acknowledgments, personally appeared BARBRA JAYNE JOY FISHER, to me well known and known to me to be the person described as an incorporator in and who executed the foregoing Articles of Incorporation of HomeSpunJoy, Inc., a Corporation Not For Profit, and before me, took an oath and acknowledged the same to be her free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida, this 12 day of May, 2000.

BARBRAJAYNEJOY Fisher
Notary Public Barbra Jayne Joy Fisher
Print Name: ANN TICE
Commission #: CC 859959
My Commission Expires: Aug 1, 2003



STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority duly authorized by law to administer oaths and take acknowledgments, personally appeared BONNIE HILL, to me well known and known to me to be the person described as an incorporator in and who executed the foregoing Articles of Incorporation of HomeSpunJoy, Inc., a Corporation Not For Profit, and before me, took an oath and acknowledged the same to be her free act and deed for the uses and purposes therein stated.

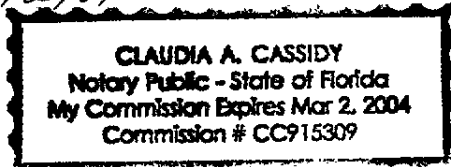
WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida, this 12 day of May, 2000.

Bonnie Hill

Bonnie Hill

Drivers Lic. # 14400-070
48-511-0

Notary Public Claudia A. Cassidy
Print Name: CLAUDIA A. CASSIDY
Commission #: CC915309
My Commission Expires: 3/2/04



~~STATE OF Florida
COUNTY OF Pinellas~~

~~Before me, the undersigned authority duly authorized by law to administer oaths and take acknowledgments, personally appeared JUDY ANN RILEY, to me well known and known to me to be the person described as an incorporator in and who executed the foregoing Articles of Incorporation of HomeSpunJoy, Inc., a Corporation Not For Profit, and before me, took an oath and acknowledged the same to be her free act and deed for the uses and purposes therein stated.~~

~~WITNESS my hand and official seal this _____ day of May, 2000.~~

~~Notary Public _____
Print Name:
Commission #:
My Commission Expires:~~

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority duly authorized by law to administer oaths and take acknowledgments, personally appeared BONNIE HILL, to me well known and known to me to be the person described as an incorporator in and who executed the foregoing Articles of Incorporation of HomeSpunJoy, Inc., a Corporation Not For Profit, and before me, took an oath and acknowledged the same to be her free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida, this ____ day of May, 2000.

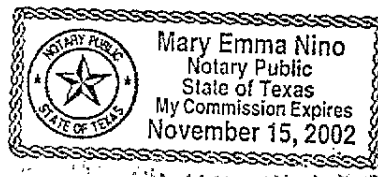
Notary Public _____
Print Name:
Commission #:
My Commission Expires:

STATE OF Texas
COUNTY OF Harris

Before me, the undersigned authority duly authorized by law to administer oaths and take acknowledgments, personally appeared JUDY ANN RILEY, to me well known and known to me to be the person described as an incorporator in and who executed the foregoing Articles of Incorporation of HomeSpunJoy, Inc., a Corporation Not For Profit, and before me, took an oath and acknowledged the same to be her free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal this 9th day of May, 2000.

Notary Public Mary Emma Nino
Print Name:
Commission #:
My Commission Expires:

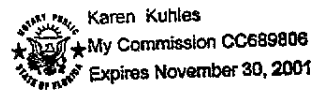


STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority duly authorized by law to administer oaths and take acknowledgments, personally appeared MARY SMITH, to me well known and known to me to be the person described as an incorporator in and who executed the foregoing Articles of Incorporation of HomeSpunJoy, Inc., a Corporation Not For Profit, and before me, took an oath and acknowledged the same to be her free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida, this 12 day of May, 2000. MARY Smith + Mary Smith

Notary Public: Karen Kuhles
Print Name: KAREN KUHLES
Commission #: STATE OF FLORIDA
My Commission Expires: 07 PINELLAS

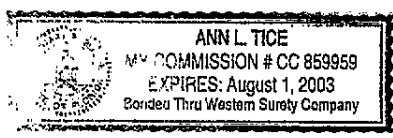


STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority duly authorized by law to administer oaths and take acknowledgments, personally appeared BARBARA VICTORIA McADAMS, to me well known and known to me to be the person described as an incorporator in and who executed the foregoing Articles of Incorporation of HomeSpunJoy, Inc., a Corporation Not For Profit, and before me, took an oath and acknowledged the same to be her free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida, this 12 day of May, 2000.

BARBARA Victoria McAdams
Notary Public: Barbara V. McAdams
Print Name: ANN L. TICE
Commission #: CC 859959
My Commission Expires: Aug 1, 2003



STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority duly authorized by law to administer oaths and take acknowledgments, personally appeared DAVID W. FOSTER, as the **Registered Agent** of said corporation, to me well known and known to me to be the person described as Registered Agent in and who executed the foregoing Articles of Incorporation of HomeSpunJoy, Inc., a Corporation Not For Profit, and before me, took an oath and acknowledged the same to be his free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida, this 16th day of May, 2000.

Notary Public _____
Print Name:
Commission #:
My Commission Expires:

