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FILED
02 AUG -5 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 2, 2002

Florida Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

Re: HigherLove Mission Outreach, Inc.

Enclosed for filing are two copies of Articles of Incorporation for HigherLove Mission Outreach, Inc. for filing. Please file the enclosed Articles as soon as possible. Also enclosed is a check in the amount of \$70 made payable to the Division of Corporations to cover the applicable filing fees. Please file stamp the enclosed copy of the Articles of Incorporation and return it to the undersigned in the enclosed envelope. If you have any questions or require anything further with respect to this matter, please call me.

Very truly yours,



Christopher B. Waldera

CBW:MSA

Encs.

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1-26-02

**ARTICLES OF INCORPORATION
OF
HIGHERLOVE MISSION OUTREACH, INC.**

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THE UNDERSIGNED, acting as incorporator of a not for profit corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is HigherLove Mission Outreach, Inc.

ARTICLE II

The principal place of business and the mailing address of this corporation is P.O. Box 501536, Marathon, Florida 33050.

ARTICLE III

The purpose for which the corporation is formed and the business and the objects to be carried on and promoted by it are as follows:

1. The purposes of which the corporation is organized are to receive contributions of tangible and intangible property and real or personal property subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable purposes to provide and sponsor food, personal care assistance, shelter, transportation and guidance and counseling services and fellowship for homeless and poverty stricken individuals and families and the development of programs geared toward the long term goal of self-sufficiency and restoration for the homeless and poverty stricken through charitable, literary or educational means and including but not limited to contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purpose for which the corporation is organized shall be to provide and sponsor food, personal care assistance, shelter, transportation and guidance and counseling services and fellowship to homeless and poverty stricken individuals and families and to develop programs geared toward the long term goal of self-sufficiency and restoration for the homeless and poverty stricken.

3. To engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business and to secure loans by mortgage, pledge, deed of trust or other lien.

7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans of other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

9. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any Director or Officer of the corporation or any member of the corporation or any other private individual (except reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida and By Laws and shall exercise those powers in the accomplishment of its objectives and purposes.

ARTICLE IV

The members of the Board of Directors shall never be less than three (3) in number. The manner in which the directors are elected or appointed shall be:

1. The initial directors of this corporation shall be as follows:

Deborah Maletic
6099 Overseas Highway, #7W
Marathon, Florida 33050

Ernest Angrisani
6099 Overseas Highway, #8E
Marathon, Florida 33050

Tara Setmayer
6099 Overseas Highway, #7W
Marathon, Florida 33050

2. In the event of a vacancy the remaining director or directors may appoint a replacement director or directors to complete the term of the director or directors vacancy.

3. Election of the office of director whose term of office expires shall be held at the corporation's annual meeting and/or as may otherwise be determined by the Board of Directors. The term of office for each director shall be one (1) year or as may be provided by the By-Laws.

ARTICLE V

The name and street address of the initial registered agent shall be:

Christopher B. Waldera, P.A.
11300 Overseas Highway
Marathon, Florida 33050

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation shall be:

Deborah Maletic
6099 Overseas Highway
Marathon, Florida 33050

ARTICLE VII

The affairs of the corporation shall be managed by officers elected by the Board of Directors at its annual meeting. The officers shall consist of an Executive Director, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors.

ARTICLE VIII

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting of the Board of Directors called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval by a majority vote of the Board of Directors.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation shall abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

The By-Laws may impose other conditions of membership from time to time.

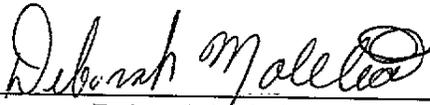
ARTICLE IX

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting.

ARTICLE X

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

The undersigned incorporator has executed these Articles of Incorporation of the HigherLove Mission Outreach, Inc. this 2nd day of August, 2002.


Deborah Maletic

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Having been designated as the Registered Agent in the foregoing Articles of Incorporation of the HigherLove Mission Outreach, Inc., a Florida corporation, and to accept service of process for the Corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in that 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 of the HigherLove Mission Outreach, Inc.

Dated this 5th day of August, 2002.

CHRISTOPHER B. WALDERA, P.A.

By *Ch. B. Waldera*
Christopher B. Waldera, President

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SECRETARY OF STATE
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