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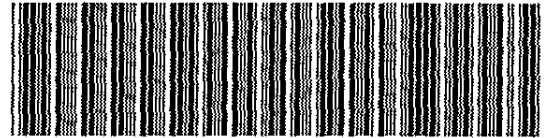
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B.

**LIGHT AND HOPE FOUNDATION, INC.
714 S.E. 17TH STREET
FORT LAUDERDALE, FLORIDA 33316**

TEL: 954-614-2629

FAX: 954-522-4930

Date: 31 October 2002

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
(850) 487-6052

RE: ARTICLES OF INCORPORATION OF LIGHT AND HOPE FOUNDATION, INC.

Dear Sirs/Madam:

Pursuant to the provisions of the "Florida Not For Profit Corporation Act" Chapter 617, Florida statutes, please find enclosed two (2) originals of the Articles of Incorporation of LIGHT AND HOPE FOUNDATION, INC., a Not For Profit corporation, for filing purposes. Also enclosed is a check for \$ 70.00 to cover filing fees.

Please send a file stamped copy of the Articles of Incorporation to

**LIGHT AND HOPE FOUNDATION, INC.
Robert F. Befeld
714 S.E. 17th Street
Fort Lauderdale, Florida 33316**

Thank you for your prompt attention.

PLEASE ATTACH \$70.00 CHECK HERE

Respectfully,



Robert F. Befeld

**ARTICLES OF INCORPORATION
OF
LIGHT AND HOPE FOUNDATION, INC.
A NON-PROFIT CORPORATION**

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is LIGHT AND HOPE FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 714 S.E. 17th Street, Fort Lauderdale, Florida 33316, and the mailing address is the same.

ARTICLE III - PURPOSE OF THE CORPORATION

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The specific Purpose(s) are: **PLEASE SEE SCHEDULE "1"**

ARTICLE IV - DIRECTORS

The number of initial directors of this corporation is 3. Their names and address are as follows:

Robert F. Befeld
714 S.E. 17th Street
Fort Lauderdale, Florida 33316

Nora Lewark
791 N. Pine Island Road #105
Plantation, Florida 33324

Don Kenniston
1851 South Ocean Drive
Fort Lauderdale, Florida 33316

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ARTICLE V - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is stated in the by-laws

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent of this corporation are:

Robert F. Befeld
714 S.E. 17th Street
Fort Lauderdale, Florida 33316

ARTICLE VII - INCORPORATOR

The name(s) and address(es) of the incorporator(s) of this corporation is (are):

Robert F. Befeld
714 S.E. 17th Street
Fort Lauderdale, Florida 33316

ARTICLE VIII - TERM OF EXISTENCE

The period of duration of this corporation is perpetual.

ARTICLE IX - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of the corporation.

ARTICLE X - VOTING RIGHTS

Members of the corporation will have such voting rights as are provided in the By Laws of the Corporation

ARTICLE XI - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Director- proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - Dissolution

In the event of dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE XIV - LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XV - PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

ARTICLE XVI - COMPENSATION RESTRICTION

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

ARTICLE XVII - PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: 31 Oct 2002

R. Befeld
Robert F. Befeld, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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.

Dated: 31 Oct. 2002

R. Befeld
Robert F. Befeld, Registered Agent

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PURPOSE OF THE CORPORATION

The specific purpose(s) for which the corporation is organized is(are):

God's intent is the well being of his children. Our Mission is God's intent.

The Light and Hope Foundation is a non-profit Christian based organization dedicated to helping youth develop into responsible and productive citizens through innovative guidance programs. Light and Hope works in partnership with local churches to reach heart of the community, which are the youth and their families.

SCHEDULE "1"
PART II QUESTION 1
Activities and Operational Information

We are going to offer Christian programs for children based on "The GINGER BREAD BIBLE FOR CHILDREN and the GINGER BREAD BIBLE STORY BOOK. The program will entail a one and one half hour session in which a 'storyteller' will tell stories to children for the first hour and then the children will work from the GINGER BREAD BIBLE Activities Book for 30 minutes and get milk or juice and Ginger bread cookies for the remainder of the period.

We have made arrangement with the local chapter of the National Storytellers Guild and they will supply the storyteller at a reasonable rate.

The activity will take place at the local area church in conjunction with their preschool arena or at an area that the church designates and recommends for the children.

The activity will take place every morning at or around the morning break period before lunch and not close enough to lunch to interfere with the lunch activity.

One of the important functions of this time period and the consistency is that we (our storyteller) will come in and give the preschool teacher/teachers a much-needed break every morning so they can be more effective throughout the remainder of the day.

Approximately 50%, the remainder of the time will be used to arrange and organize the story schedule and of course I am going to have to spend a large amount of my time soliciting funds in order to support this and I don't know how to account for this.

The participants will be the preschooler's class and they will be selected by the pastor/administrator of the church preschool.

There will be no fees charged for this service.

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