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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Help Brings Hope for Haiti, Inc.

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ARTICLES OF INCORPORATION
OF
HELP BRINGS HOPE FOR HAITI, INC.
(A corporation not-for-profit)

The undersigned, acting as the incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

Name and Address

The name of the corporation shall be Help Brings Hope for Haiti, Inc. (the "Corporation"). Pending any change authorized by the Corporation's Board of Directors, its offices shall be located at 2617 Prospect Road, Tampa, Florida 33629.

ARTICLE II

Term

This Corporation shall have perpetual existence.

ARTICLE III

Purposes

A. General Purposes.

1. To develop and implement programs to collect donations of money and other materials for distribution to impoverished persons in Haiti, either directly or through intermediary organizations serving the poor in Haiti.

2. To disseminate the aims and activities of the Corporation to the general public in a manner intended to evoke public involvement and support.

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3. To solicit contributions from the community, foundations and corporations in furtherance of the Corporation's objectives, to prudently invest all funds received and, in the discretion of the Board of Directors or in accordance with any restrictions placed upon contributions received by the Corporation, to disburse the net interest and other earnings that may be received, as well as needed portions of its principal, in satisfaction of its operating expenditures and expenses and in support of meritorious projects which may further its objectives.

4. To perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and this charter.

B. Restrictions.

Notwithstanding any other provision in these Articles, all activities of the Corporation shall be carried on and all of the funds of the Corporation, whether income or principal and whether acquired by charge for services rendered, gift, contribution, investment return or other source, shall be used and applied exclusively for religious, charitable or educational purposes, and no part of the assets, income or profit of the Corporation shall be distributed to or enure to the personal benefit of any member of the Corporation or to any other individual; provided, however that reasonable compensation may be paid to any of the foregoing in exchange for services actually rendered to or for the benefit of the Corporation in furtherance of one or more of its purposes stated above.

The Corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3), Internal Revenue Code of 1986, as now or hereafter amended; no substantial part of the Corporation's activities shall consist of attempting to influence legislation by propaganda or otherwise; and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE IV

Membership

The Corporation shall have no members other than the persons elected or appointed from time to time as members of the Board of Directors who shall be considered to be the members of the Corporation for the purposes of any statutory provision or rule of law relating to members of a non-stock, nonprofit corporation.

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ARTICLE V

Incorporation

The name and address of the incorporator of this Corporation is as follows:

Dorie S. Gude
101 East Kennedy Boulevard
Tampa, Florida 33602-5884

ARTICLE VI

Registered Agent

The name of the initial registered agent of the Corporation is David M. Jeffries, whose office is located at 101 East Kennedy Boulevard, Suite 3000, Tampa, Florida 33602-5884.

ARTICLE VII

Initial Directors

There shall be three directors constituting the Corporation's initial board of directors. The name and address of each person who is to serve as an initial director is:

Patricia Eddy
2617 Prospect Road
Tampa, Florida 33629

Barbara Byars
417 South Paloma Place
Tampa, Florida 33609

Stephanie Pavese
2109 Bayshore Blvd. #808
Tampa, Florida 33606

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ARTICLE VIII

Management

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. The number of initial directors of the Corporation shall be three, provided, that such number may be changed from time to time by a bylaw duly adopted by the Board of Directors. Each member of the Board shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until his successor is duly elected and qualified.

ARTICLE IX

Bylaws

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of its activities as it may deem appropriate from time to time. The Bylaws, as so adopted, may be amended, altered or rescinded in the manner provided in the Bylaws.

ARTICLE X

Amendments

Upon proper notice, these Articles of Incorporation may be further amended by the Board of Directors in the manner provided in the Bylaws.

ARTICLE XI

Dedication of Assets

The property of this Corporation is irrevocably dedicated to religious, educational and charitable purposes, and no part of the net income or assets of this Corporation shall ever enure to the benefit of any director, officer, or any other private individual.

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ARTICLE XII

Distribution of Assets

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 one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusively public purposes.

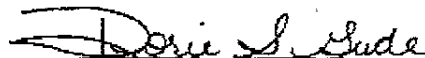
ARTICLE XIII

Defense and Indemnification of Officers and Directors

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct.

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.034, Florida Statutes, Help Brings Hope for Haiti, Inc. desiring to organize under the laws of the State of Florida, hereby designates David M. Jeffries, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 101 East Kennedy Boulevard, Suite 3000, Tampa, Florida 33602-5884, the business office of its Registered Agent, as its Registered Office.


Dorie S. Gude, Incorporator

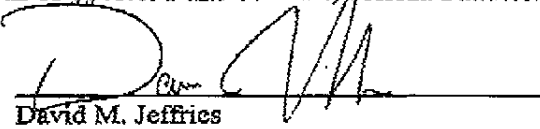
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ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation and agree to act as such in accordance with the provisions of §§48.091 and 607.034, Florida Statutes.


David M. Jeffries

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