

ALDO OJEDA

Attorney At Law

MANUFACTURERS BANK BUILDING
4134 N. ARMINIA AVENUE
SUITE 350
TAMPA, FLORIDA 33607
TELEPHONE 813-877-9500

February 23, 1995
N9500001793
Secretary of State
Division of Corporations
P.O. Box 627
Tallahassee, Florida 32304

Re: HOPE THRIFT STORES, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above company, together with a check in the amount of \$122.50. Please provide us with a certified copy of the Articles.

If there are any questions, please do not hesitate to phone my office.

Sincerely yours,

Aldo Ojeda
Aldo Ojeda, Esquire

AO:ar
Enclosures

RECEIVED
FEB 23 1995
11 7:50

[Faint handwritten notes]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 7, 1995

ALDO OJEDA, ESQ.
SUITE 350
4144 N. ARMENIA AVENUE
TAMPA, FL 33607

SUBJECT: HOPE THRIFT STORES, INC.
Ref. Number: W95000004915

We have received your document for HOPE THRIFT STORES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 795A00010013

ARTICLES OF INCORPORATION
OF

HOPE THRIFT STORES, INC.
(A corporation not for profit)

FILED
95 APR 17 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being desirous of forming a corporation, not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

The name of the corporation is HOPE THRIFT STORES, INC.

ARTICLE II

The general nature and object of this corporation shall be to buy, purchase, own, acquire by gift, devise, or otherwise, real and personal property, and to build, erect, construct, provide for, maintain and equip suitable buildings, churches, houses, etc., for the benefit, use and occupation of the HOPE THRIFT STORES, INC., its members and congregation in maintaining and fostering public worship and the preaching and the teaching of the word of God and the gospel of Jesus Christ, and for all meetings and purposes of the HOPE THRIFT STORES, INC.

To build, construct, erect, maintain and equip schools, mission stations, children's homes, homes for unwed mothers and such other.

The corporation shall have the power to own or lease real estate, including but not limited to, office space, to build, construct, erect, maintain and equip schools and such other houses or equipment as said corporation may desire for carrying on its

work. The corporation shall have the power to mortgage, sell, encumber, deed or otherwise dispose of any property as shall be authorized and directed by its members from time to time.

ARTICLE III

The membership of this corporation shall be composed of all subscribers hereinafter named. In the event of the death of a member, his successor is to be elected by the surviving members. Membership in said corporation shall be permanent unless a majority of the members votes for a change.

ARTICLE IV

The term for which the corporation shall exist shall be perpetual.

ARTICLE V

The names and addresses of the subscribers are:

<u>NAME:</u>	<u>ADDRESS:</u>
Ronald L. Schaffer	7305 Mushinski Road Tampa, Florida 33625
Alfred W. Schaffer	7305 Mushinski Road Tampa, Florida 33625
Lewis Ferrell	7305 Mushinski Road Tampa, Florida 33625
Jack L. High	7305 Mushinski Road Tampa, Florida 33625

ARTICLE VI

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President\Chairman	Ronald L. Schaffer 7305 Mushinski Road Tampa, Florida 33625
Vice-President	Lewis Ferrell 7305 Mushinski Road Tampa, Florida 33625
Treasurer	Alfred W. Schaffer 7305 Mushinski Road Tampa, Florida 33625
Secretary	Jack L. High 7305 Mushinski Road Tampa, Florida 33625

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

Section 4. All conveyances, notes or mortgages pertaining to real estate of the corporation shall be executed under the seal of the corporation and shall be signed by the President and attested by the Secretary; but no real estate owned by the corporation shall be sold, mortgaged or disposed of without the matter of the proposed sale or mortgage being submitted to and approved by the members present at the annual meeting or at a special meeting duly called for the purpose.

ARTICLE VII

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have four directors. The directors will be elected as set forth in the by-laws.

Section 4. The names and address of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation

Ronald L. Schaffer	7305 Mushinski Road Tampa, Florida 33625
Alfred W. Schaffer	7305 Mushinski Road Tampa, Florida 33625
Lewis Ferrell	7305 Mushinski Road Tampa, Florida 33625
Jack L. High	7305 Mushinski Road Tampa, Florida 33625

ARTICLE VIII

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership, as provided by the By-Laws, of intention to submit such amendments by a two-third vote.

ARTICLE X

Section 1. No part of the net earnings of the corporation shall inure to the benefit of any individual or member, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and dispositions in furtherance of the purposes set forth in Article II above.

ARTICLE XI

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code or the federal Government, or to a state or local government for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this corporation.

ARTICLE XII

In the event of dissolution, the residual assets of the organization will be 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 1954 or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

ARTICLE XIII

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (A) a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or (B) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

ARTICLE XIV

Notwithstanding any other provision of these articles, these purposes are limited to those described in Section 501(c)(3) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United State Internal Revenue law.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 27 day of January, 1995, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Ronald L. Schaffer
Ronald L. Schaffer

Alfred W. Schaffer
Alfred W. Schaffer

Jack L. High
Jack L. High

Lewis Ferrell
Lewis Ferrell

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned officer duly authorized in the State and County named above to take acknowledgments, personally appeared RONALD L. SCHAFFER, ALFRED W. SCHAFFER, JACK L. HIGH and LEWIS FERRELL, to me known to be the persons described as subscribers in the above, who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 27 day of January, 1995.

Karen L. High
Notary Public - State of Florida at Large

My Commission Expires:



(7)

ARTICLE XV

The street address of the initial registered office of the corporation is 4144 North Armenia Avenue, Suite 350, Tampa, Florida 33607 and the name of the registered agent of the corporation at that address is Aldo Ojeda, Esquire.

FILED
95 APR 17 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

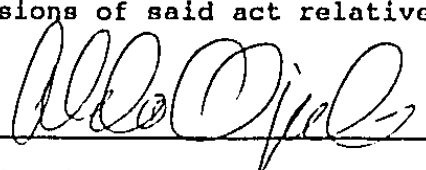
CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act: that HOPE THRIFT STORES, INC., desiring to organize under the laws of the state of Florida with its principle office, as indicated in the Articles of Incorporation at 7305 Mushinski Road, Tampa, Florida, 33605, has named Aldo Ojeda, Esquire, located at 4144 North Armenia Avenue, Tampa, Florida, 33607, Suite 350, county of Hillsborough, state of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

BY: _____


Aldo Ojeda, Esquire
Registered Agent