

Robert Winesett

Avery, Whigham & Winesett, P.A.
Requestor's Name

P O Box 610
Address

IL Myers, IL 33982-0610
City/State/Zip Phone #

000002423290--2
-02/06/98--01021--001
105.00 **70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. N98000000731
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 FEB -6 PM 12: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials RM 2-9-98


FILED
98 FEB - 6 PM 12: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

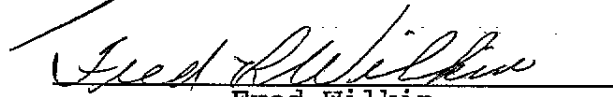
Assignment of Corporate Name

The undersigned, the directors of WAKE UP AMERICA OF LAKE FAIRWAYS, INC. a Florida corporation, filed on February 12, 1997, and assigned document number P97000013912, hereby assign the corporate name to Norman J. Poitras, Thomas M. Wiley, Jr., and Fred R. Wilkin effective on filing of the articles of dissolution dated February 2, 1998.

Dated this 2nd day of February, 1998.


Robert F. Deian


Norman Poitras


Fred Wilkin

**ARTICLES OF INCORPORATION
OF
WAKE UP AMERICA OF LAKE FAIRWAYS, INC.
a Florida Corporation Not For Profit**

FILED
98 FEB - 6 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Florida Statutes sections 617.01011 to 617.2103 (1997), adopt the following Articles of Incorporation:

**Article I
Name**

The name of the corporation is WAKE UP AMERICA OF LAKE FAIRWAYS, INC.

**Article II
Duration**

The corporation shall have perpetual duration from the date of filing of these articles.

**Article III
Purpose**

The corporation is a not for profit corporation. The purposes for which the corporation is organized are to .

(a) The specific and primary reasons for which this corporation is formed are to operate for the advancement of charity and for other charitable purposes, by the distribution of food and other related materials and services for such purposes, and particularly for the collection of canned, packaged and perishable food and related materials from various sources and to distribute such food and other materials to other charitable organizations including organizations or agencies of state, county or municipal governments for distribution to the hungry of Lee County, Florida, and other areas.

(b) The general purposes for which this corporation is formed are 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 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 propoganda 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 Members

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 difference classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

Article V Registered Office and Agent

The street address of the initial registered office of the corporation is 2248 First Street, City of Fort Myers, County of Lee, State of Florida 33901. The name of its initial registered agent at such address is Robert A. Winesett. & PRINCIPAL OFFICE IS SAME AS ABOVE.

Article VI Directors

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors shall be as provided in the bylaws and may be increased or decreased from time to time by a duly adopted change to the bylaws of this corporation but there shall never be less than three directors.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held at 7 p.m. on Tuesday, February 24, 1998, at Lee Memorial Hospital at 2776 Cleveland Avenue in Fort Myers, Florida, in the physician's conference room at which time an election of directors shall be held.

Directors elected at the first annual meeting of members, and at all times thereafter, shall serve for a term of one year or more until the election and qualification of their successors following the election of directors and until the qualification of the successors in office. Annual meetings of members shall be held on the last Tuesday in February of each year at a time and place designated by the board of directors. The board of directors may designate a different date for the meeting by resolution.

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 board of 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 Incorporators

The name address of each incorporator are:

Fred R. Wilkin	Norman J. Poitras
19117 Innis Brook Court	19232 Cedar Crest Court
North Fort Myers, FL 33903	North Fort Myers, FL 33903

Thomas M. Wiley, Jr.
7642 Eaglet Court
Fort Myers, FL 33912

Article VIII Officers

The board of directors shall elect from among its members the following officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

Article IX Bylaws

Subject to the limitation contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act 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 X
Property**

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 inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

**Article XI
Limitations**

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 Internal Revenue Code Section 501(c)(3), including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under such code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such funds, foundation or corporation organized and operated for charitable or religious purposes as the board or directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), or as the same may be amended.


**Article XII
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, education or religious 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.

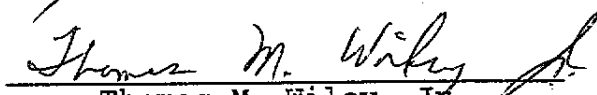
**Article XIII
Amendments**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a simple majority of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on this 3rd day of February, 1998.



Norman J. Poitras



Thomas M. Wiley, Jr.



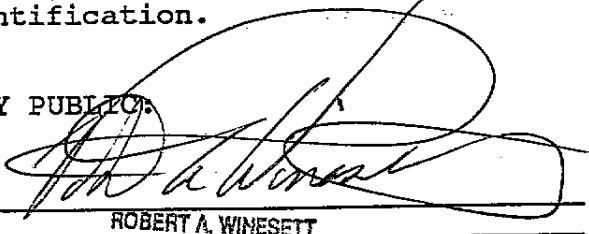
Fred W. Wilkin

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 3rd day of February, 1998, by Norman J. Poitras, Thomas M. Wiley, Jr., and Fred R. Wilkin, each of whom has produced a Florida drivers license as identification.

NOTARY PUBLIC

sign 
print ROBERT A. WINESETT
State of Florida at Large (Seal)

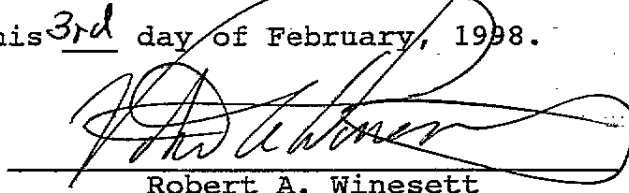


ROBERT A. WINESETT
MY COMMISSION # CC438466 EXPIRES
May 1, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person named as initial registered agent of WAKE UP AMERICA OF LAKE FAIRWAYS, INC., is familiar with Sections 617.0501, 617.0502, and 617.0503, Florida Statutes, and accepts the obligations thereunder.

EXECUTED this 3rd day of February, 1998.



Robert A. Winesett

FILED
98 FEB - 6 PM 12: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA