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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-03/17/93--01007--011
*****78.75 *****78.75

SUBJECT: Special Needs Outreach Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Robert C. Hinson
Name (Printed or typed)

900 Alameda Street
Address

Orlando, Fl. 32804
City, State & Zip

407/423-2166 pager voice mail 407/980-9096
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN MAR 23 1999

ARTICLES OF INCORPORATION
OF
SPECIAL NEEDS OUTREACH INC
(A Corporation Not for Profit)

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation not for profit under Chapter 617, Florida Statutes, the laws of the State of Florida.

ARTICLE I – NAME AND ADDRESS OF CORPORATION

The name of this corporation shall be:

SPECIAL NEEDS OUTREACH INC.

The principal place of business shall be: 800 South Dillard St.
Winter Garden, Fl. 34787

The mailing address shall be: P.O. Box 547374
Orlando, Fl. 328547374

But it may have and maintain other such places within the United States and elsewhere as its Board of Directors may, from time to time determine necessary.

ARTICLE II – CORPORATE NATURE

This is a nonprofit corporation, organized solely for general education, religious and charitable purposes pursuant to the Florida Corporation Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III – DURATION

The effective date upon which this corporation shall come into existence shall be the date these Articles are filed with the office of the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE IV – GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are as follows.

The General Purpose of this corporation shall be to operate exclusively in any manner for religious, charitable and educational purposes so as to qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

The Specific Purpose of this corporation shall be to offer Christ centered programs for the mentally challenged and their families. Examples of such programs would be the operation of a camp for the mentally challenged child and young adult as well as programs for the entire family. Examples of such programs would be counseling and guidance to the entire family as well as help in particular needs for the mentally challenged family member.

ARTICLE V - POWERS

The corporation shall have all of the rights, powers, duties and privileges provided by law, and all powers and duties necessary or expedient for the administration of the affairs or attainment of the purposes of the Corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State of Florida, upon nonprofit corporations. Said rights, powers, duties and purchases include, but are not limited to the following:

- a. The Corporation shall be authorized and empowered to employ personnel and to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth herein.
- b. To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights and purchases of the Corporation.
- c. The power to acquire and hold title in fee simple, in trust, or otherwise to both real and personal property and to improve, encumber, sell, convey and dispose of all such property in conformity with the bylaws; to borrow money, execute notes, and other evidence of indebtedness and secure the same by mortgage and deeds of trust, annuity bonds and other instruments of indebtedness and pay interest thereon; to improve, adapt and use its property or the income thereof in their community activities, without financial profit to its members, except as may be necessary in the payment of salaries or other compensation for service rendered; and subject to the provisions of the bylaws, the corporation shall have the power to erect and maintain buildings.
- d. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- e. Notwithstanding any other provision of these articles, the 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 of 1954 (or corresponding provision of any future United States Internal Revenue Law); or 2) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the exempt purposes of this Corporation.

ARTICLE VI – MEMBERSHIP

Membership of this Corporation shall be as set forth in the Bylaws of this Corporation.

ARTICLE VII – MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors (“Board”), consisting of not less than three (3) persons.

Members of the Board shall be elected by majority of the votes cast at the annual meeting of the Board.

Annual and special meetings of the Board shall be held at the time and place set forth in the Bylaws. A meeting may be called to order orally if reasonable under the circumstances.

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all 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 Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board are as follows:

Robert C. Hinson
900 Alameda Street
Orlando, Fl. 32804

Frank Pagello
330 Rippy Ridge Road
Normandy, Tn. 37360

Katherine Simpson
1254 Braman Avenue
Ft. Myers, Fl. 33901

The officers of the Corporation shall consist of a president, vice-president, a secretary and a treasurer. The names of the officers who are to serve until the next election are:

Robert Hinson - President
Frank Pagello - Vice-president
Steven Girvin - Treasurer
Robert Hinson - Secretary

ARTICLE VIII - BY-LAWS

The Board shall provide such By-laws for the conduct of its business and the carrying out of its purpose as may be necessary from time to time.

Subject to the limitations contained in the By-laws, and any limitations set forth in the Corporation Not For Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, By-laws of this Corporation may be made, altered, rescinded, added to, or new By-laws may be adopted, whether by a resolution of the Board or by following the procedures set forth in the By-laws.

ARTICLE IX - AMENDMENTS

The Articles of Incorporation shall be amended at a special meeting of the Board called for that purpose, by a two-thirds (2/3) majority vote of those present. Amendments may also be made at a regular meeting of the Board upon notice given, as provided by the By-laws, of intention to submit such amendment.

ARTICLE X - INDEMNIFICATION

No officer, director, or member shall be personally liable for any debt or other obligation of the Corporation.

ARTICLE XI – DEDICATION AND DISTRIBUTION OF ASSETS

The property of this Corporation is irrevocably dedicated to religious, educational, 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. In the event of dissolution, the assets shall be dedicated to appropriate nonprofit agencies which themselves are exempt organizations as described in Section 501 (C) and 1770 (C) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law to be used for purposes similar to those for which the Corporation was formed.

ARTICLE XII – DISSOLUTION

The Corporation may be dissolved with the written consent of not less than two thirds (2/3) of the Board. Upon dissolution, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated in accordance with Article XI.

ARTICLE XIII – INCORPORATORS TO ARTICLES

The following is the name and address of the incorporator to these Articles of Incorporation:

Robert C. Hinson
900 Alameda Street
Orlando, Florida 32804

ARTICLE XIV – REGISTERED OFFICE AND AGENT

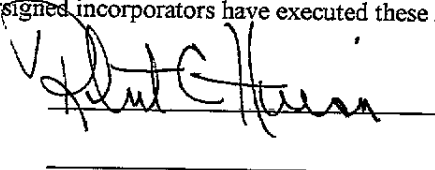
The street address of the initial office of this Corporation shall be:

800 South Dillard Street
Winter Garden, Florida 34787

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

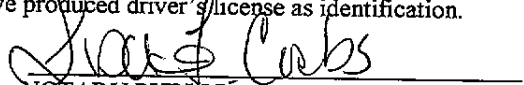
Robert C. Hinson
900 Alameda Street
Orlando, Florida 32804

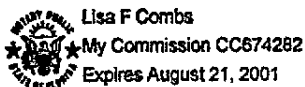
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 11th day of March, 1999.



STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of March, by Robert Hinson who personally known to me or have produced driver's license as identification.


NOTARY PUBLIC
My Commission Expires: 8-21-01



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of Special Needs Outreach Inc.

