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Secretary of State
Corporation Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern,

Please send the enclosed original and copy of Articles of Incorporation for:

Caleb House Foundation, Inc.

Also enclosed is a check in the amount of \$70.00 to cover the filing fees of \$35.00 and Registered Agent designation fee of \$35.00.

If there are any questions please contact me at the number below.

Thank you for your help.

Sincerely,



Earl T. Garrick

Mr. Earl Garrick
1006 Landings Blvd.
West Palm Beach, FL 33414

Home # : 561/434-5624

Work#: 800/348-6721

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FILED
00 MAY 15 AM 11:12
TALLAHASSEE, FLORIDA

Earl Garrick GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article I
DATE 5-18-00
DOC. EXAM PK

C.C.
5-18-00

ARTICLES OF INCORPORATION

OF

CALEB HOUSE FOUNDATION , INC.

FILED
00 MAY 15 AM 11:12
TALLAHASSEE, FLORIDA

We, the undersigned for the purpose of forming a corporation under and pursuant to Chapter 617 of the Laws of the State of Florida, do hereby associate as a body corporate and adopt the following Articles of Incorporation.

Article I

The name and address of this Corporation shall be:

Caleb House Foundation , Inc.

**1006 Landings Blvd.
West Palm Beach, FL 33414**

Article II

The purpose of this Corporation is:

- 1. Caleb House Foundation exists to provide for the physical, emotional, spiritual and educational needs of under privileged children. It is our goal for each child we work with to understand that he or she is uniquely created, special, wanted and loved.**
 - A. To provide family group homes to nurture and care for those children who are either without families, or who's families cannot care for the physical needs of that child, or who have been abandoned, or for those children who need protection from physically abusive homes. Children are raised in a loving environment with the emphasis of development on the entire personality spiritual, physical and emotional.**
 - B. Education on an academic and spiritual level will be provided to all children participating in the program. Skills are to be taught on a daily basis to prepare children for a productive, healthy and happy adult life.**

- C. Do all within its power to find adoptive or foster homes for the children in our care both within the country of origin and internationally.
 - D. Develop medical facilities in the form of a clinic that will meet not only the medical needs of the children living in the group homes, but also those children whose families are too poor to afford medicine or doctor's care.
 - E. To implement a monthly child sponsorship program for the children within the group home. The support from this project will help to provide for education, clothing, food or any aspect of improving the health, life and well being of the children.
2. Except as otherwise limited herein, the Corporation shall have all powers necessary and convenient to effect or transact any or all of the business or purposes for which the Corporation is organized and shall likewise have the powers provided by the Florida Nonprofit Corporation Act.
 3. The Corporation is organized exclusively for charitable, religious, educational and literary purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Service Code of 1954, (or the corresponding provision of any future United States Internal Revenue Law), and qualified foreign mission organizations.
 4. The Corporation shall not afford pecuniary gain, incidentally or otherwise to its directors, officers, or other private persons; no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers of other private person, except the 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 this Article. 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 publishing or distribution of statements of any political campaign on behalf of any candidate for public office). Notwithstanding, any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the correspondence provision of any future United States Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of

1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Article III

The duration of the Corporation shall be perpetual.

Article IV

The location and post office address of this Corporation's registered office and the name of the registered agent at such in the State of Florida are:

Earl T. Garrick 1006 Landings Blvd. West Palm Beach, FL 33414

Article V

The name and address of the incorporator of the Corporation is:

Earl T. Garrick 1006 Landings Blvd. West Palm Beach, FL 33414

Article VI

Members: The membership of this Corporation shall consist of those persons hereinafter named as the initial Board of Directors.

The management, conduct and control of the business of the Corporation shall be vested in a Board of Directors, consisting of not less than three members and not more than a maximum number as provided for in the Bylaws of this Corporation. The qualifications, term of office, method of election with cumulative voting specifically prohibited, powers, authority and duties of the Directors of this Corporation, the time and place of their meetings and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of the Corporation. The Board of Directors shall have the right to amend, supplement or otherwise alter these Articles or the Bylaws of this Corporation by majority vote of those present at any duly noticed meeting of the Board of Directors, subject only to the limitations now provided by the laws of the State of Florida.

The Directors constituting the first Board of Directors of the Corporation shall be five (5) and the tenure in office of such first Board shall be as long as practicable or until successors are elected and qualified at the first annual meeting. The name and address of each first Director is:

Earl T. Garrick Executive Director	1006 Landings Blvd. West Palm Beach, FL 33414
Phyliss E. Garrick Director	1006 Landings Blvd. West Palm Beach, FL 33414
John D. Fenlason Director	432 Black Bear Cove Clyde, NC 28721
Suzanne M. Fenlason Director	432 Black Bear Cove Clyde, NC 28721
Gerald Taber Director	7515 West Lake Drive Lake Clark Shores, FL 33406

Article VII

Neither its Board of Directors, its Incorporators, nor its members, if any shall be personally liable for any of the corporate obligations incurred by the Corporation.

Article VIII

This Corporation is not authorized to issue and shall not have any capital stock, non-stock basis.

Article IX

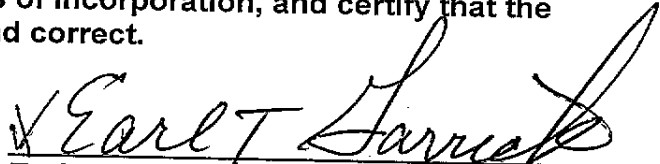
The authorized number and qualifications of its members, if any, the different classes of membership, voting and other rights and privileges, shall be set forth in the Bylaws of said Corporation.

Article X

Upon dissolution of the Corporation, the Board shall, after paying or making provision for payment of all liabilities of the Corporation,

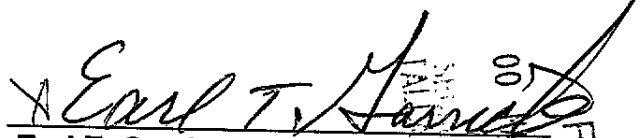
dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine and no assets shall be transferred to or in any respect whatsoever inure to any member of this Corporation or director of this Corporation. Notwithstanding anything apparently or expressly to the contrary herein above contained in this Article, if any assets are then held by this Corporation in trust or upon condition of subject to any executory or special limitation and if the condition or limitation occurs by reason of the dissolution of this Corporation, such assets shall revert or be returned, transferred or conveyed in accordance with the terms and provisions of such trust, condition or limitation.

THE UNDERSIGNED, as subscribing incorporator, have hereunto set my hand and seal on the 10 day of May, 2000 for the purpose of forming this Corporation under the laws of the State of Florida, and hereto make and file, in the office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true and correct.


Earl T. Garrick

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, as its registered office for the service of process, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accept the duties and obligations of Section 607.325 or 48.091 Florida Statutes.


Earl T. Garrick

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MAY 15 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA