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FLORIDA NON-PROFIT CORPORATION

The Friends Helping Friends Foundation, Inc.

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Audit # H05000246230
**ARTICLES OF INCORPORATION
OF
THE FRIENDS HELPING FRIENDS FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION**

2005 OCT 18 PM 4:02
TALLAHASSEE FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation is:

The Friends Helping Friends Foundation, Inc.

The mailing address and street address of the Corporation are:

**14070 McGregor Blvd.
Ft. Myers, FL 33919**

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III

Purpose

A) This Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of the corporation are for the purpose of transacting any and all lawful business.

This form was prepared with the assistance of CourtAccess Centers of America, Inc., a non-lawyer located at 3249 W Cypress St., Suite C, Tampa, FL 33607, 813-875-1333.

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B) Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501 C (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 C (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 C (2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 C (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

Manner of Election of Directors

The manner in which the directors are elected shall be as stated in the bylaws.

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ARTICLE V

Nonstock Basis

The Corporation is organized (and shall be operated) within the meaning of the Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the Bylaws.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is:

**14070 McGregor Blvd.
Ft. Myers, FL 33919**

and the name of its registered agent at such address is:

Rochelle Glinka

ARTICLE VII

Initial Board of Directors

This Corporation shall have Three director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than three (3). The name and address of the initial directors of this Corporation is:

Name and Address

**Rochelle Glinka
14070 McGregor Blvd.
Ft. Myers, FL 33919**

**Stephen Page
14070 McGregor Blvd.
Ft. Myers, FL 33919**

**John Meiser
14070 McGregor Blvd.
Ft. Myers, FL 33919**

OCT 18 2005 10:31AM HP LASERJET 3200

OCT-18-2005 09:01A FROM: OFFSHORE RACE
FROM: JOHN GUNTER TO: ROYALTY SERVICE

2394669387

DATE: 10/18/2005 TIME: 10:31:09 AM

TO: 18138752703

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ARTICLE VIII

Incorporator

The name and address of the person signing these Articles are:

Name and Address

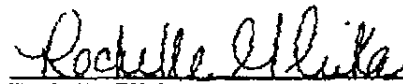
Rochelle Glinka
14070 McGregor Blvd.
Ft. Myers, FL 33919

ARTICLE IX

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation, this day, Tuesday, October 18, 2005.



Rochelle Glinka

Audit # H05000246230

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p.6

OCT-18-2005 09:01A FROM: OFFSHORE RACE
FROM: JOHN GUTER TO: ROCHELLE GILKIN

2394659387

TO: 18138752703

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ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: October 18, 2005

Rochelle Gilkin
Rochelle Gilkin

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