

F 9600000/680

TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: Orphans International Foundation, Inc.
(Name of Corporation)

800001768168
-04/03/96--01073--005
*****78.75 *****78.75

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conducts its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Leonard L. Sanders
(Name of Person)
Orphans International Foundation, Inc. 9/4/4
(Firm/Company)
15220 Iona Lakes Drive
(Address)
Fort Myers, Fla. 33908
(City, State and Zip Code)

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DIVISION OF CORPORATIONS
96 APR -3 AM 8:46

For further information concerning this matter, please call:

Leonard L. Sanders at (941) 437 - 7060
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:**

1. Orphans International Foundation, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Massachusetts
(State or country under the law of which it is incorporated)
3. FEI # 22-3177131
(FEI number, if applicable)
4. 5-19-92
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or perpetual)
6. march 1996
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 617.155, F.S.)
7. 15220 Iona Lakes Drive
Fort Myers Fla. 33908
(Current mailing address)
8. See attached
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Leonard L. Sanders
(Name)
15220 Iona Lakes Drive
(Office address)
Fort Myers, Florida 33908
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Leonard L. Sanders
(Registered agent's signature)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Leonard L. Sanders
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Leonard L. Sanders, President
(Typed or printed name and capacity of person signing application)

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ARTICLE II

The purpose of the corporation is to engage in the following activities:

To operate exclusively for educational, scientific, literacy, or educational and the housing, feeding, clothing, health care of orphaned and poor children and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and as said sections may from time to time be amended or added to, or any successor section thereto, and particularly (a) to house, feed, cloth, educate and provide health care to orphaned and poor children, (b) to make grants of funds to non profit organizations that feed, cloth, educate and provide health care to orphaned and poor children, (c) to conduct or assist in conducting educational programs, conferences, meetings and seminars with respect to matters of concern for orphans and poor children and in connection therewith to make use of facilities of all types and descriptions, including but not limited to, radio, television and printing, (d) to conduct research in matters of concern to orphans and poor children, (e) to develop research instruments and materials for use by the corporation, the general public and others with respect to orphans and poor children, (f) to support and encourage research by others with respect to orphans and poor children, (g) to facilitate the exchange of research results and techniques among persons, organizations, corporations and public officials and employees in matters of concern to orphans and poor children, (h) to publish and disseminate information on the matters developed by the activities of the corporation and research relative thereto (i) to assist and implement the adoption of orphaned and poor children and (j) to carry on any and all activities necessary, convenient or desirable directly or indirectly to implement the foregoing purposes or any of them (but only to the extent permitted by chapter 180 of the General Laws of Massachusetts as in force on the date of incorporation of the corporation or as the same may be amended from time to time) including, but without limiting the generality of the foregoing, the accepting, making and supervising of grants, fellowships and scholarships.

As used in this Section, the term "orphan" is one under the age of eighteen who has lost both parents through death, one who under the age of eighteen has lost one parent through death and one who under the age of eighteen has been abandoned by their natural or legal parent.

As used in this section, the term "poor children" is one under the age of eighteen who meets the requirement for such term under state law, federal law or the laws of the country where they reside and one under the age of eighteen who has been determined to be a ward of the government both foreign and domestic.

The George Washington Awards

Presented By
Orphans International Foundation, Inc.

April 1, 1996

ITEM 12 A

DIRECTORS

The name, residence and post office address of each of the directors of the corporation are as follows:

LEONARD I. SANDERS, JP., CAE 15220 IONA LAKES DRIVE,
FORT MYERS, FL 33908

SISTER MARY MCGOVERN 149 MORSE ROAD, SUDBURY, MA
01776

HERNAN ARIZMENDI, ESQ., 3 AMBER LEAF COURT, THE
WOODLANDS, HOUSTON, TX 77381

WING CHEUNG, 45 NORMANDY DRIVE, SUDBURY, MA 01776

REVEREND JAMES T. MCHALE, 116 CENTRAL STREET, ACTON,
MA 01720

JEANNE H. SANDERS, 15220 IONA LAKES DRIVE, FORT MYERS,
FL 33908

MARGARITA ARIZMENDI, CONSUL OF COLOMBIA, 3 AMBER
LEAF COURT, THE WOODLANDS, HOUSTON, TX 77098

TERRY N CHEUNG, CPA, 45 NORMANDY DRIVE, SUDBURY, MA
01776

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The George Washington Awards

Presented By
Orphans International Foundation, Inc.

April 1, 1996

ITEM 12 B

OFFICERS

The name, residence and post office address of each of the officers of the corporation are as follows:

PRESIDENT AND TREASURER

LEONARD I. SANDERS, JP., CAE 15220 IONA LAKES DRIVE,
FORT MYERS, FL 33908

SECRETARY

SISTER MARY MCGOVERN 149 MORSE ROAD, SUDBURY, MA
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William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

March 27, 1996

To Whom It May Concern :

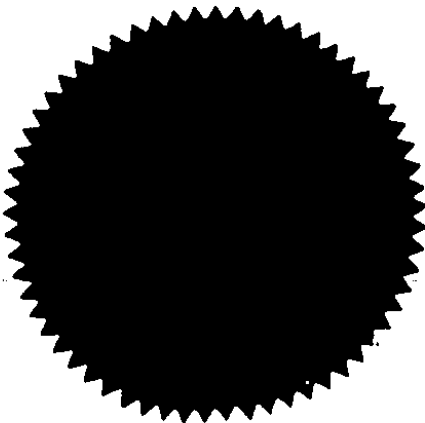
I hereby certify that,

Orphans International Foundation, Inc.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on May 19, 1992 (Ch. 180).

I also certify that so far as appears of record here, said corporation still has legal existence.

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In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

F96000001680

Orphans International Foundation, Inc.

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

August 21, 1996

Document Number: F96000001680

Dear Sir or Madam,

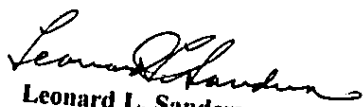
This Corporation has Moved.

From: 15220 Iona Lakes Drive
Fort Myers, Florida 33908

To: 9200 Marigold Court
Fort Myers, Florida 33919

Please change our records to our new address. If appropriate, please confirm.

Sincerely,


Leonard L. Sanders
President

78-26