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February 22, 2000

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

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*****70.00 *****70.00

SUBJECT: **THE HOME PLACE OF MANATEE COUNTY, INC.**

Dear Sir,

Enclosed are the original and (1) copy of the Articles of Incorporation for the above-named proposed Florida non-profit corporation, along with the Designation/Acceptance of resident agent for filing. Also enclosed is a check for \$70.00 for the filing fees (\$35.00 for Articles of Incorporation and \$35.00 for designation and acceptance by registered agent).

Very Truly Yours,


R. J. Marshall

RJM/pkm

Enclosures: Original and 1 copy of Articles of Incorporation
Designation/Acceptance of Resident Agent
Check in the amount of \$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: **THE HOME PLACE OF MANATEE COUNTY, INC.**

ARTICLE II Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be: 13251 Golf Course Road, Parrish, Florida 34219.

ARTICLE III Purpose

A safe haven and home environment for neglected, abused and abandoned children, especially unwed pregnant girls. Its plan of operation shall be, through its board of directors, committees or other agencies, to seek out and investigate all cases, especially unwed pregnant teenagers, and to administer in each deserving case, through means derived from contributions of its members and others and from such other source as may be from time to time devised, such assistance as may be judicious and necessary, and to this end, among other things to provide, establish and maintain an office or place of business and such other accommodations as may be necessary or convenient for the transaction of its business and the dispensation of its charities. The net earnings shall be devoted exclusively to the charitable purposes as set forth herein.

Said corporation is organized exclusively for charitable, religious, educational, and scientific 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 Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 the purpose clause hereof. 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) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation 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, 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

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corresponding section of any future federal tax code.

Upon the dissolution of the corporation, 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 a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such corporation or corporations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV
Manner of election of directors

The manner and method of election of directors shall be stated in the bylaws.

ARTICLE V
Initial registered agent and street address

The name and the street address of the initial registered agent is:

JEFFREY R. PHILLIPS
13251 Golf Course Road
Parrish, FL 34219

ARTICLE VI
Incorporators

The names and the street addresses of the incorporators for these articles of incorporation are:

JEFFREY R. PHILLIPS
13251 Golf Course Road
Parrish, FL 34219

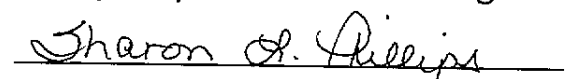
SHARON L. PHILLIPS
13251 Golf Course Road
Parrish, FL 34219

JOLENE M. SUTTON
24704 49th Avenue East
Myakka City, FL 34251

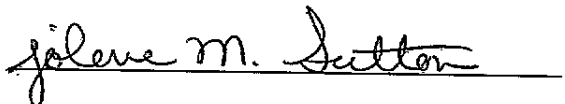
The undersigned incorporators have executed these Article of Incorporation this 22 day of February, 2000.



JEFFREY R. PHILLIPS



SHARON L. PHILLIPS



JOLENE M. SUTTON

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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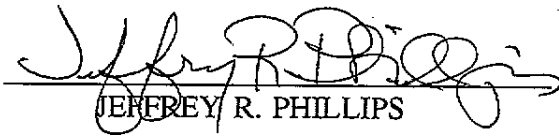
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **THE HOME PLACE OF MANATEE COUNTY, INC.**
2. The name and address of the registered agent and office is:

**JEFFREY R. PHILLIPS
132151 Golf Course Road
Parrish, FL 34219**

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.


JEFFREY R. PHILLIPS

February 22, 2000.