

N00000001824

3/20/00

Dear Mr Brown,

Please expedite for us as you
can.

Thank you for all your
help.

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-03/22/00--01028--001

*****78.75 *****78.75

Sincerely,

J. J. Fisher

Hearts of Encouragement Rescue Ranch, Inc

FILED
00 MAR 21 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-22-00
EX

Articles of Incorporation
Of
HEARTS OF ENCOURAGEMENT RESCUE RANCH, INC.
(A Corporation Not for Profit)

FILED
00 MAR 21 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being desirous of forming a corporation for charitable purposes, under the divisions of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of the corporation is Hearts of Encouragement Rescue Ranch, Inc. Principal Office and mailing address is P.O. Box 28154 Jacksonville, Florida 32226-8154

ARTICLE II. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III. PURPOSES

The general nature of the objects and purposes of this corporation is to foster, operate, buy, purchase, own, acquire, by gift, devise, purchase or otherwise, real and personal property, and to build, erect, construct, acquire, provide for, maintain, and equip suitable buildings and properties for the benefit, use, occupation of community programs for the youth. Juvenile crime prevention, utilization as a safe house, providing an alternative to the streets, educational development of skills through public afterschool activities with programs designed around equine care and responsibility. Programs to further educate our youth on the prevention of abuse, cruelty and neglect towards children and animals and for all other purposes and activities as its members may desire for carrying on its work. This corporation is organized and operated exclusively for religious, charitable, scientific, literary, or education proposals or for the purpose of Juvenile crime prevention and care and responsibility of children and animals and no part of the net earnings of which insures to the benefit of any private shareholder or individual and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which does not participate or intervenes in any political campaign on behalf of any candidate for public office. The corporate purposes and activities are limited to proposes and activities which will not disqualify this organization for exemption under section 501 © (3) of the Internal Revenue Code of 1954, or any other corresponding provision of any future U.S. Internal Revenue Law.

ARTICLE IV. QUALIFICATION OF MEMBERS

The membership of this corporation shall consist of the subscribers to these articles of Incorporation and such other persons as, from time to time, may become members, by a majority vote of the members of the corporation in the manner provided in the by-laws.

ARTICLE V. REGISTERED OFFICE AND AGENT

The Registered office of this corporation shall be at 1029 Easy Street in city of Jacksonville, county of Duval, state of Florida or such other place as the membership shall designate.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by a Board of Directors. The number of directors may be increased from time to time, by the by-laws, but shall never be less than three.

Section 2. The Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the by-laws.

Section 4. The names and addresses of those persons who are to serve as Directors for the ensuing year, or until the next annual meeting of the corporation, are:

<u>Name</u>	<u>Address</u>
Debi A. Dickins	P.O. Box 28154 Jacksonville, Florida 32226-8154
Nadine R. White	P.O. Box 11723 Jacksonville, Florida 32226-8154
Ann Schweckendieck	1029 Easy Street Jacksonville, Florida 32218-4837

ARTICLE VII. INCORPORATORS

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Debi A. Dickins	P.O. Box 28154 Jacksonville, Florida 32226-8154
Nadine R. White	P.O. Box 11723 Jacksonville, Florida 32226-8154
Ann Schweckendieck	1029 Easy Street Jacksonville, Florida 32218

ARTICLE VIII. BY LAWS

Section 1. The membership of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

Section 2. Upon proper notice the by-laws may be amended, altered or rescinded by a vote of those members present at any regular meeting or any special meeting called for that purpose as provided herein.

ARTICLE IX. AMENDMENTS

Section 1. These articles of incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided in the by-laws, of intention to submit such amendments.

ARTICLE XII. DISSOLUTION

In the event of dissolution of this corporation all of its assets and properties shall be distributed and paid over to organizations exempt from federal income tax under the provision of Internal Revenue Code as they now exist or may hereafter be amended, changed modified or supplemented.

IN WITNESS WHEREOF We, the undersigned subscribing incorporators, have hereunto set our hands and seals, this _____ day of March, 2000, for the purpose of forming this corporation not for profit under the laws of the state of Florida.

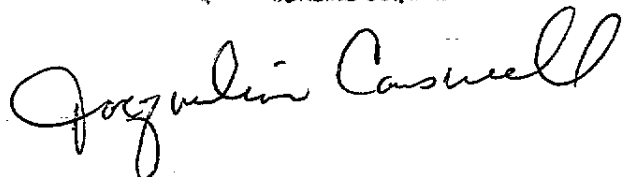

Debi A. Dickins


Nadine R. White


Ann Schweckendieck



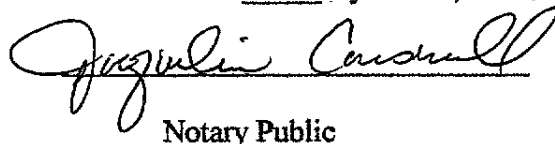
JACQUELINE CARSWELL
COMMISSION # CC 703456
EXPIRES DEC 17, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.



State of Florida
County of Duval

Before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Debi A. Dickins, Nadine R. White and Ann Schweckendieck, to me known to be the persons described as incorporating subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 20th day March, 2000


Notary Public

My Commission Expires Dec, 17 2001
(Notary Seal)



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 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: Hearts of Encouragement Rescue Ranch, Inc.

2. The name and address of the registered agent and office is:

Ann Schweckendieck
(Name)

1029 Easy Street
(P.O. Box not acceptable)

Jacksonville, Florida 32218
(City/State/Zip)

FILED
00 MAR 21 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(Signature)

3-20-2000
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314