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March 29, 2000

New Filings Section
Department of State
Division of Corporations
Attention: Foreign and Nonprofit Section
409 East Gaines Street
Tallahassee, FL 32301

FILED
00 MAR 31 PM 5:16
TALLAHASSEE, FLORIDA

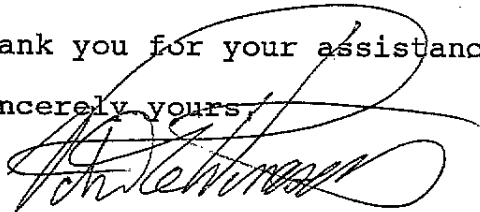
Re: Wake Up America of Southwest Florida, Inc.

Please find enclosed the original executed Articles of Incorporation for the above-referenced corporation for filing along with the Certificate Designating the Registered Agent and Place of Business for Service of Process.

Also enclosed is our check in the amount of \$78.75 for the various filing fees and a certified copy.

Thank you for your assistance in this matter.

Sincerely yours,



Robert A. Winesett

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D. BROWN APR - 4 2000

**ARTICLES OF INCORPORATION
OF
WAKE UP AMERICA OF SOUTHWEST FLORIDA
a Florida Corporation Not For Profit**

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TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

**Article I
Name**

The name of the corporation is WAKE UP AMERICA OF SOUTHWEST FLORIDA, INC.

**Article II
Duration**

The corporation shall have perpetual duration from the date of filing of these articles.

**Article III
Purpose**

The corporation is a not for profit corporation. The purposes for which the corporation is organized are to:

(a) operate for the advancement of charity and for other charitable purposes, by the distribution of food and other related materials and services for such purposes, and particularly for the collection of canned, packaged and perishable food and related materials from various sources and to distribute such food and other materials to other charitable organizations including organizations or agencies of state, county or municipal governments for distribution to the hungry of Lee County, Florida, and other areas.

(b) operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article IV Members

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the difference classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

Article V Registered Office, Principal Office and Agent

The street address of the initial registered office and principal office of the corporation is 7642 Eaglet Court, City of Fort Myers, County of Lee, State of Florida 33912. The name of its initial registered agent at such address is Thomas M. Wiley, Jr.

Article VI Directors

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors shall be as provided in the bylaws and may be increased or decreased from time to time by a duly adopted change to the bylaws of this corporation but there shall never be less than three directors.

The directors named herein as the first board of directors shall hold office until their successors are elected and qualified as provided in the by-laws.

Directors shall serve for a term of one year or more until the election and qualification of their successors following the election of directors and until the qualification of the successors in office or the office is abolished. Annual meetings of members shall be held as determined by the by-laws on a day, a time and place designated by the board of directors.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the board of directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation

authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

Article VII Incorporators and Initial Board of Directors

The name address of each incorporator and the members of the initial board of directors are:

George T. Beemer
5652 Arvine Circle
Fort Myers, FL 33903

T. Rankin Terry, Jr.
2121 McGregor Boulevard
Fort Myers, FL 33901

Thomas M. Wiley, Jr.
7642 Eaglet Court
Fort Myers, FL 33912

Article VIII Officers

The board of directors shall elect from among its members the following officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Until such election is held, the following persons shall serve as corporate officers:

Thomas M. Wiley, Jr.

President

George T. Beemer

Vice President

T. Rankin Terry, Jr.

Secretary and Treasurer

Article IX Bylaws

Subject to any limitation contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

Article X Property

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

Article XI Limitations

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under such code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such funds, foundation or corporation organized and operated for charitable or religious purposes as the board or directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), or as the same may be amended.

Article XII Dissolution

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable, education or religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XIII Amendments

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a simple majority of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on this 29th day of MARCH, 2000.

George T. Beemer
George T. Beemer

Thomas M. Wiley, Jr.
Thomas M. Wiley, Jr.

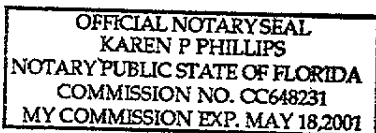
T. Rankin Terry, Jr.
T. Rankin Terry, Jr.

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 29th day of March, 2000, by George T. Beemer, Thomas M. Wiley, Jr., and T. Rankin Terry, Jr., each of whom ~~has produced a Florida drivers license as identification~~ IS PERSONALLY KNOWN.

NOTARY PUBLIC:



sign Karen P. Phillips
print KAREN P. PHILLIPS
State of Florida at Large (Seal)

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person named as initial registered agent of WAKE UP AMERICA OF SOUTHWEST FLORIDA, is familiar with Sections 617.0501, 617.0502, and 617.0503, Florida Statutes, and accepts the obligations thereunder.

EXECUTED this 29th day of MARCH, 2000.

Thomas M. Wiley, Jr.
Thomas M. Wiley, Jr.

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NOTARY PUBLIC STATE
OF FLORIDA
LEE COUNTY