

TRANSMITTAL LETTER

April 7, 2000

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

900003205969-4  
-04/12/00--01068--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subject: ARTICLES OF INCORPORATION  
ACCEPT, INC.

Enclosed please find an original and one (1) copy of the Articles of Incorporation and check in the amount of \$78.75 for filing fee .

Please return to:

Joyce M. Tucker  
7367 S W 48th Avenue  
Palm City, FL 34990  
(561) 283-0051

FILED  
00 APR 12 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CC  
4-18-00

**ARTICLES OF INCORPORATION**  
**OF**  
**ACCEPT, INC.**

FILED  
APR 12 PM 1:49  
TALLAHASSEE, FLORIDA

The undersigned incorporators to these Articles of Incorporation, who are natural persons competent to contract, with this form a Non-Profit Corporation under Chapter 617 of the Florida Not-For-Profit Corporation Act.

**ARTICLE I. NAME**

The name of the corporation is: **ACCEPT, INC.**

**ARTICLE II. PERMITTED ACTIVITIES**

The general nature of The Corporation's activities is to engage exclusively in the business of religious prison ministry, and assisting special needs children as permitted by the laws of the United States and the State of Florida or any other state, territory, district, or possession of the United States, including, for such purposes, the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This corporation is not organized or operated for the benefit of private interests, such as the incorporator or the incorporator's family, directors of the corporation, other designated individuals, or persons controlled directly or indirectly by such private interests.

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 this Article. 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 or on opposition to any candidate for public office.

Despite any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of IRS Code Section 501 (c) (3), or shall be distributed to the federal government, or to a state or local government, for a public purpose upon the recommendation of the Board of Directors. Any such assets not so 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE III. TERM OF EXISTENCE**

The existence of this corporation is to begin upon the filing of these Articles and shall continue perpetually after that.

### **ARTICLE IV. PRINCIPAL OFFICE ADDRESS**

The street address of this corporation and its initial registered office in the State of Florida is:

7367 S W 48th Avenue  
Palm City, FL 34990

The Board of directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

## **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office in the State of Florida is:

7367 S W 48th Avenue  
Palm City, FL 34990

The name of the corporation's initial registered agent at that address is:

Joyce M. Tucker

The Board of Directors may from time to time move the registered office to any other address in Florida.

## **ARTICLE VI. DIRECTORS**

The corporation shall have three directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws. Directors are to be appointed or elected as stated in the corporation bylaws.

## **ARTICLE VII. DIRECTOR'S POWERS**

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to allow contracts or other transactions between the corporation and one or more of its directors, and to exercise such other powers of the corporation as is not inconsistent with these Articles or any bylaws that may be adopted by the directors.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors as members or employees, or in which they are interested, or between this corporation and any other corporation, association, or other enterprise of which one or more of its directors, members, officers or employees, or in which they are interested, shall be deemed to be invalid because of the presence of Such director or directors at the meeting of the Board of Directors, of this corporation, which acts upon, or concerning, such contracts or transaction, or because of his/her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall,

nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, and in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

#### **ARTICLE VIII. ORIGINAL DIRECTORS**

The name and address of each member of the first Board of Directors are:

James A. Tucker, Sr.	7367 S W 48th Avenue Palm City, FL 34990
Joyce M. Tucker	7367 S W 48th Avenue Palm City, FL 34990
Kathy Johnson	7397 S W 48th Avenue Palm City, FL 34990

#### **ARTICLE IX. INCORPORATORS**

The name and address of the incorporators to these Articles of Incorporation and their receptive initial ownership interests are:

James A. Tucker, Sr.	7367 S W 48th Avenue Palm City, FL 34990	50 %
Joyce M. Tucker	7367 S W 48th Avenue Palm City, FL 34990	50 %

#### **ARTICLE X. AMENDMENTS**

The corporation reserves the right, within the parameters of the exempt purposes established herein, to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or from now on prescribed by law. And all rights conferred on directors herein are granted and subject to this reservation. Every amendment must be approved by the Board of directors, by a majority of the vote thereon or in such other manner as may be provided by law.

## ARTICLE XI. ACTION OF DIRECTORS WITHOUT MEETING

No action of the directors may be taken without a meeting, unless a consent in writing setting forth the action to be taken shall be signed by all of the directors of the corporation who are entitled to vote and be filed with the secretary of the corporation as part of the corporate records. It is not necessary that all directors sign the same document.

James A. Tucker sr.  
Incorporator, James A. Tucker, Sr.

Joyce M. Tucker  
Incorporator, Joyce M. Tucker

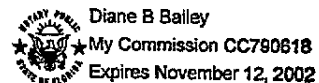
Dated the 7th day of April, 2000.

STATE OF FLORIDA  
COUNTY OF POLK

I HERE CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgements, personally appeared James A. Tucker, Sr. and Joyce M. Tucker, the person(s) described as the incorporator(s) in who executed the foregoing Articles of Incorporation, and James A. Tucker, Sr. and Joyce M. Tucker subscribe(s) to these Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 7th day of April, 2000.

Diane B. Bailey  
Notary Public, Diane B. Bailey  
My commission expires



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

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FILED  
APR 12 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPT, INC.**

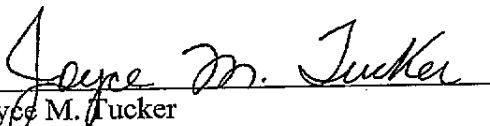
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted according to said Act:

That Accept, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the city of Palm City, county of Martin; located in Florida, has named Joyce M. Tucker at 7367 S W 48th Avenue; Palm City, FL 34990 as its agent to accept process within this state.

**ACKNOWLEDGEMENT**

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Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.

  
\_\_\_\_\_  
Joyce M. Tucker  
Registered Agent  
(561) 283-0051