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TRANSMITTAL LETTER

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

FILED
00 MAY -3 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: Care for Wheat, Inc.
Proposed Corporate Name

000003220750--8

-04/24/00--01112--011

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

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$78.75. This fee contains the additional \$8.75 for a Certified Copy. Please return one copy of the articles stamped with the filing date.

From: Walter C. Gardner
2828 Banchory Rd.
Winter Park, FL 32792
407 671-3483

W / 16960

F. GARDNER

APR 26 2000

ARTICLES OF INCORPORATION

OF

CARE FOR WHEAT, Inc.

The undersigned incorporators, for the purpose of forming a *non profit, non stock* corporation pursuant to Chapter 617, Florida Statutes (F.S.), hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is CARE for WHEAT, Inc.

ARTICLE II. INITIAL OFFICE AND REGISTERED AGENT

The initial place of business and the initial registered agent of this corporation is:

Walter C. Gardner
2828 Banchory Rd
Winter Park, FL 32792

ARTICLE III. PURPOSES OF ORGANIZATION

The purpose of the corporation is implied in the name of the corporation, which name is an acronym of the stated purpose:

Comfort And RElief for Work, Health, Education, And Training.

Care for Wheat, Inc. is founded upon the belief that every person has a latent talent within, notably including those lacking education, training and/or development. Care for Wheat founders believe that all people are worthy of discovering their latent talent, worthy of it's development, and the opportunity to express it in a free environment.

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Care for Wheat, Inc. will:

- Build support and participation, joining with others to develop innovative techniques for advancing the stated purpose.
- Promote and seek professional discovery of solutions at points of need.
- Advance efforts for improvement of the well being of those under development as well as those being placed.
- Seek growth of our purpose by education, support systems, publications, data, and job training.
- Participate in: The establishment of preparatory programs, establishment of standards of qualification, certification of competency levels, and certification of completion.

ARTICLE IV. DIRECTORS

The activities and affairs of the corporation shall be under the management of a Board of Directors. The number of directors constituting the whole Board shall be such as, from time to time, be fixed by, or in the manner provided in the Bylaws, but in no case shall the number be less than three. The powers of the incorporators are to terminate upon filing of the Certificate of Incorporation, and the names and mailing addresses of the persons who are to serve as directors until their successors are elected are as follows:

Lorraine A. Fink	811 N. 2 nd St.	Bismarck, ND 58501
Eileen M. Gardner	2828 Banchory Rd.	Winter Park, FL 32792
Walter C. Gardner	2828 Banchory Rd.	Winter Park, FL 32792

ARTICLE V. ORGANIZATIONAL STRUCTURE

Care for Wheat, Inc. purposes to work as a 501 (c) (5) corporation, with no membership beyond the Board of Directors. Its goals are for improvement of people, their work, opportunities, conditions, production and efficiency. The Board of Directors shall be elected at the annual meeting of the corporation to be held on such date as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors of the corporation may, if the Bylaws so provide, be classified as to term of office. The corporation may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. This corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute.

ARTICLE VI. AMENDMENTS

The Bylaws and Articles of Incorporation can be amended to the manner provided by the laws of the State of Florida at the time of amendment. The Board is expressly authorized to make, alter or repeal the Bylaws of this corporation. Should there be a

dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization(s) operating as 501 (c) (5) and active exclusively for education and development of working people, successfully raising their skill level, competency, condition and opportunities in a free economic environment.

ARTICLE VII. EARNINGS AND ACTIVITIES

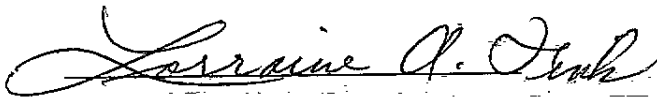
No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors, or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, otherwise attempting to influence legislation, and 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.

ARTICLE VIII. LIABILITY OF DIRECTORS

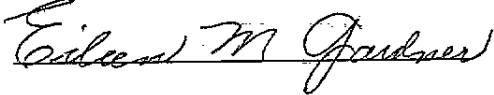
Directors of the corporation shall not be liable to either the corporation or its Board members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of the law; (3) a transaction from which the director derived an improper personal benefit. The corporation shall indemnify and hold harmless the Board Members, and those appointed by the Board, whenever any part of the action arises out of being associated with the corporation, and its stated purposes; except 1, 2, & 3 above.

ARTICLE IX. THE UNDERSIGNED

We, the undersigned, being each of the incorporators herein before named for the purpose of forming a nonprofit corporation, do make this certificate, and do hereby declare and certify that the facts herein stated are true, and accordingly we have each hereunto set our hand on this 8th day of April, in the Year of our Lord 2000.



Lorraine A. Fink



Eileen M. Gardner



Walter C. Gardner

**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:

CARE FOR WHEAT, Inc.

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

WALTER C. GARDNER

(Name)

2828 BANCHORY Rd.

(P.O. Box NOT acceptable)

WINTER PARK, FL 32792-4805

(City/State/Zip)

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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.

Walter C. Gardner

Signature

April 28, 2000

Date