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7743 S.W. S.R. 200
OCALA, FLORIDA 34476

N00000003881

June 2, 2000

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

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

Re: **LIFECHANGES INTERNATIONAL CHILDREN'S HOME, INC.**

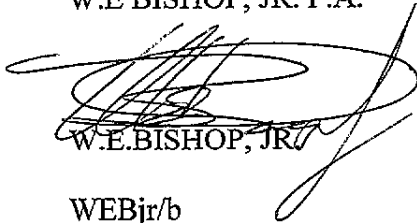
Gentlemen:

Enclosed you will find original and one copy of Articles of Incorporation of **LIFECHANGES INTERNATIONAL CHILDREN'S HOME, INC.** together with a check for the amount of \$78.75 to cover filing fees, resident agent's fee and certified copy.

If anything additional is required, please advise.

Sincerely,

W.E BISHOP, JR. P.A.



W.E.BISHOP, JR.

WEBjr/b

enclosures

00 JUN -7 PM 3:51
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

6/14
Informed client by letter
I added the address
for the incorporator.

S. Thompson 6/14 2000

FILED
00 JUN -7 PM 3:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

**LIFECHANGES INTERNATIONAL
CHILDREN'S HOME, INC.**

A FLORIDA NON PROFIT CORPORATION

ARTICLE I
Name

The name of this Corporation is:

LIFECHANGES INTERNATIONAL CHILDREN'S HOME, INC.

The address of the principal office of this Corporation is: 7743 SW S.R. 200, Ocala,
Florida 34476.

ARTICLE II
Purpose

The Corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes, including for such purposes, the making of distributions To United States organizations qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "code").

It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(1) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

The general purposes for which the Corporation is organized are:

- (a) To exist and operate solely for charitable, religious, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, including for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under the Code.

(b) To have and exercise all powers of any non profit corporation as the same now exists, or may hereafter exist under the laws of the State of Florida. No part of the assets, income, or profit of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except to the extent permitted under Chapter 617, Florida Statutes.

(c) To qualify under the laws of any other state or country for the carrying out of purposes and objects of the Corporation; to solicit and receive by gift, bequest, devise or in any other manner, money, assistance, and any other form of contributions, whether real, personal, or mixed property, or of services, from any person, firm or corporation; to take, hold, and manage any real, personal, or mixed property conveyed to the corporation, and to use the income and principle for the purposes of the Corporation; to exceed trusts, establish endowment funds, and to form or cause to be formed any other corporation under the laws of the State of Florida, or under the laws of any other state or country for the purposes of promoting or accomplishing any or all of the objects for which this corporation is organized; to lease or purchase such real, personal, or mixed property as may be necessary or desirable to carry out the purposes of this Corporation; to mortgage or otherwise encumber any of its property or to sell, convey or donate the same; to permit the use of any of its property for educational, charitable, benevolent or other lawful purposes; to contract and be contracted with, sue and be sued, and invest and reinvest the funds of the Corporation; and to do all acts and things requisite, necessary, proper, or desirable to carry out and further the purposes for which this Corporation is formed.

(d) Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section(c)(3) of the Code and its regulations as they now exist, or as they may hereinafter be amended, or by an organization, contributions to which are deductible under Section 170(a) of such Code and regulations as they now exist, or as they may hereinafter be amended.

ARTICLE III

Duration

The corporate existence shall commence on the date of filing of these Articles with the Department of State and shall continue perpetually; provided, however, that upon the vote of a majority of all the members of the Board of Directors of Corporation may be dissolved.

ARTICLE VI

Directors

There shall be four (4) members of the initial Board of Directors of the Corporation. The number of persons constituting the Board of Directors may be increased or decreased from time to time by a vote of a majority of directors then in office, but shall never be less than three (3). Any vacancy in the Board of Directors, however created, may be filled and any additional directors may be elected by a majority of the directors then in office; provided, however, that such vacancy shall be filled in the same manner as the election of the director whose office was so vacated. The names and addresses of the persons who are to serve as initial Directors are as follows:

Reverend Dan McDonald
4809 NE 97th Street Road
Anthony, Florida 32617

Frank Taormino
4954 Stetsonpoint Drive
Homosassa, Florida 34448

Peggy Taormino
4954 Stetsonpoint Drive
Homosassa, Florida 34448

Linda Esquivel
4785 NE 7th Avenue
Ocala, Florida 34479

ARTICLE V

Bylaws

The Bylaws of the Corporation are to be made by the Board of Directors. Thereafter, such Bylaws may be altered or rescinded by the vote of an absolute majority of the Board of Directors.

ARTICLE VI

Amendments to Articles of Incorporation

The Articles of Incorporation may be amended by the vote of an absolute majority of the Board of Directors.

ARTICLE VII

Registered Office and Agent

The street address of the initial registered office of the Corporation is 7743 SW S.R. 200, Ocala, Florida 34476. The name of the Corporation's initial registered agent at such address is W.E. Bishop, Jr..

ARTICLE VIII

Members

The Board of Directors shall be members. The Bylaws may set forth provisions concerning acceptance of members; their relative rights or interests as among themselves or the property of the Corporation; manner of termination of membership and rights upon termination; transferability or non-transferability of membership; classes of membership and qualifications and rights of each class and any other matters relating to membership not in conflict with Chapter 617 of the Florida Statutes.

ARTICLE X

Indemnification

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida Non Profit Corporation Act.

ARTICLE XI

Shares of Stock

This Corporation shall not have or issue any shares of Stock, nor shall it pay any dividends or distribute any part of it's income to it's members, directors or officers or any other private person.

ARTICLE XII

Dedication of Assets

The Corporation dedicates all assets which it may come to the charitable purposes set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617 of the Florida Statutes, the Corporation shall distribute all it's existing assets to one or more organizations which themselves are exempt organizations describe in Sections 501©(3) and 170 © (2) of the Code or corresponding sections of any prior or future law, or to the Federal government for exclusively public purposes.

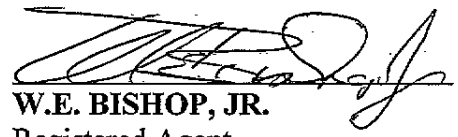
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 2nd day of June, 2000



REVEREND DAN McDONALD
4809 NE 97th Street Road
Anthony, Florida 32617

ACCEPTANCE OF RESIDENT AGENT

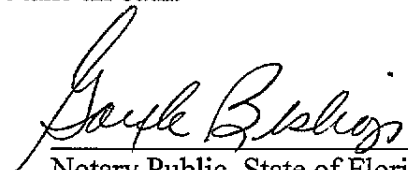
I am familiar with and accept the duties and responsibilities as registered agent for
said corporation.



W.E. BISHOP, JR.
Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 2nd day of June
2000, who is personally known to me and did not take an oath.



Notary Public, State of Florida
My Commission Expires

