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ACCOUNT NO. : 072100000032

REFERENCE : 933090 82378A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 14, 2000

ORDER TIME : 1:41 PM

ORDER NO. : 933090-005

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-12/15/00--01047--023
*****70.00 *****70.00

CUSTOMER NO: 82378A

CUSTOMER: John S. Dzurak, Esq
John S. Dzurak Attorney At Law

306 East Olympia Avenue

Punta Gorda, FL 33950

DOMESTIC FILING

NAME: PROJECT CHRISTMAS CARROLL,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

RECEIVED
DIVISION OF CORPORATIONS
2000 DEC 15 PM 2:21

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 15 PM 3:20

12/15/00

**ARTICLES OF INCORPORATION
OF
PROJECT CHRISTMAS CARROLL, INC.
A Florida Non-Profit Corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC 15 PM 3: 20

THIS IS TO CERTIFY that I, **JOHN S. DZURAK, ESQUIRE**, the undersigned, as Incorporator, for the purpose of forming a Corporation Not for Profit under the provisions of Chapter 617, Florida Statutes (1997), do hereby make, subscribe and acknowledge and file these Articles of Incorporation, and I do certify that:

1. The name of the Corporation is **PROJECT CHRISTMAS CARROLL, INC.**
2. The purposes for which **PROJECT CHRISTMAS CARROLL, INC.**, is being incorporated are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law.

Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax January 4, 1980 under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more other organizations, all of which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, state, or local government for exclusive public purposes.

However, the actions of this corporation shall be limited as follows:

- a. Any income that may be received by this corporation shall be distributed in a

manner as not to subject this corporation to the fifteen (15%) percent excise tax for undistributed income under Section 4942 of the United States Internal Revenue Code.

b. Self-dealing, as that term is defined by Section 4941(d) of the United States Internal Revenue Code, shall be prohibited.

c. This corporation shall be prohibited from retaining excess business holdings, as that term is defined in Section 4943(c) of the United States Internal Revenue Code.

d. This corporation shall be prohibited from making investments prohibited by Section 4943(c) United States Internal Revenue Code.

e. This corporation shall be prohibited from making taxable expenditures as that term is defined by Section 4945(d) United States Internal Revenue Code.

3. The duration of this corporation shall be for perpetual existence.

4. The membership of this corporation shall be the subscribers and officers named herein, and all other persons admitted to membership by the Directors; and, the qualifications for members and the manner of their admission shall be regulated by the By-Laws of this corporation.

5. The name and address of the original Incorporator of this corporation is:

JOHN S. DZURAK, ESQUIRE

306 E. Olympia Avenue
Punta Gorda, FL 33950

6. The affairs of the corporation shall be managed by a Board of Directors of not less than five (5) nor more than fifteen (15) members. The name and address of the persons who are to serve as the initial Directors of this corporation are:

ALETHA MILLS

614 Benning Court
Punta Gorda, FL 33950

GLENDA STEPHENS

P. O. Box 1224
Wauchula, FL 33873

JODI BARLOW

2889 Merle Langford Rd.
Zolfo Springs, FL 33890

ANGELA M. JEWELL

21636 Edgewater Drive
Port Charlotte, FL 33952

SHANA DANDINO

22380 Cheryl Avenue
Port Charlotte, FL 33954

DONNA FREEMAN

11232 SW 164th Terr.
Miami, FL 33157

SHIRLEY JAMES

P. O. Box 1224
Wauchula, FL 33873

7. The corporation shall have the following corporate officers: a President, a Vice President, and a Secretary/Treasurer. Said corporate officers shall be elected by the Board of Directors on an annual basis.

8. The Board of Directors shall be elected on an annual basis. The initial Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

9. The Articles of Incorporation of this corporation shall be amended by Resolution passed by a majority of the Board of Directors.

10. The By-Law of this corporation are to be made, altered or rescinded by the Board of Directors.

11. The initial business office of the corporation is to be located at 6525 Florida Avenue, Punta Gorda, Florida 33950, and the name of its initial Registered Agent is **SHERRI BARNETT**, whose mailing address is 6525 Florida Street, Punta Gorda, FL 33952.

The acceptance by the Resident Registered Agent is attached hereto as Exhibit "A".

12. This corporation shall possess all powers now or hereafter conferred upon

corporations not for profit by the statutes of the State of Florida.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have
hereunto set my hand and seal this ____ day of December 2000, for the purposes of
forming this Corporation Not for Profit under the laws of the State of Florida.

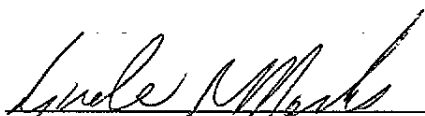

JOHN S. DZURAK, ESQUIRE

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned authority, duly authorized in the State and County
aforesaid to take acknowledgments personally appeared **JOHN S. DZURAK, ESQUIRE**,
to me well know to be the person described as subscriber in and who executed the
foregoing Articles of Incorporation and he acknowledged before me that he executed and
subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above-named this
11th day of December 2000.

My commission expires:


LYNDA R. MONKS, NOTARY PUBLIC
State of Florida at Large

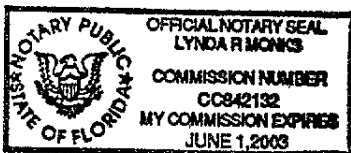


EXHIBIT "A"

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

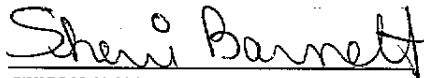
**CERTIFICATE DESIGNATING REGISTERED
OFFICE AND REGISTERED AGENT**

00 DEC 15 PM 3: 20

That **PROJECT CHRISTMAS CARROLL, INC.**, desiring to organize under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, located at 6525 Florida Street, Punta Gorda, Florida, 33950, has named **SHERRI BARNETT**, located at 6525 Florida Street, Punta Gorda, Florida, 33950, and whose mailing address is the same, as its agent to accept service of process within this state

Having been named to accept service of process for **PROJECT CHRISTMAS CARROLL, INC.**, the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated: December 5, 2000.


SHERRI BARNETT
Registered Agent