

INTERNATIONAL CHARITY FOUNDATION, INC.

4930 Williamstown Boulevard

Lakeland, FL 33810

Tel. (863) 559-4903

December 18, 2000

Secretary of State

Department of Corporations

409 E. Gaines Street

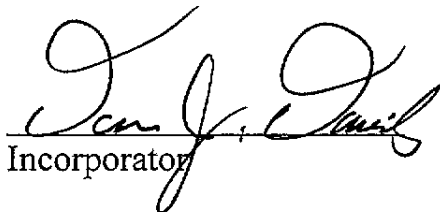
Tallahassee, FL 32399

Dear Sir,

Enclosed please find the Articles of Incorporation for INTERNATIONAL CHARITY FOUNDATION, INC. a non-profit corporation, which have been properly executed and notarized. The initial Registered Agent has also executed the articles indicating his acceptance of the position of Registered Agent.

I am enclosing a check in the amount of \$ 78.75 to cover the cost of registration and the cost of a certified copy of the Articles of Organization which are to be returned to me at: 1008 S. PARK AVE, SANFORD, FL 32771

Sincerely,


Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles of Incorporation
of
INTERNATIONAL CHARITY FOUNDATION, INC.
A Florida Nonprofit Corporation

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00 DEC 28 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. Name. The name of the corporation is: International Charity Foundation, Inc.

Article 2. Duration. The duration of the corporation is perpetual.

Article 3. Purpose. The purpose of the corporation is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, of the Florida Statutes. It is not organized for the private gain of any person. The incorporators of this not-for-profit corporation recognize a national need to create and provide new and more efficient fundraising program to fund the programs of non-profit organizations, enabling them to meet the funding challenges of the twenty-first century; to provide a supplemental income for the disadvantaged citizens of our nation, and all organizations working to assist them, to give them the means whereby they will be able to do for themselves and become self-sufficient, productive members of society.

B. The purpose of this corporation is to provide another method to raise money for the support of any group or organization working in voluntary cooperation to improve or sustain either the general physical well-being of its community or the general economic and social life of its community of members, including, but not limited to providing educational opportunities, youth self-development opportunities (such as Boy Scouts, Girl Scouts, YMCA/YWCA, Boys and Girls organized sports teams), medical assistance, including, but not limited to medical research activities, out-patient assistance programs, educational opportunities for handicapped individuals, social welfare organizations working to improve the lives of the socially disadvantaged, including, but not limited to groups or organizations providing job training, shelter for the homeless, child welfare and safety programs.

C. To accomplish the over-all purposes of this corporation, the specific purposes of this corporation are: (1) to provide funds for instructional, technical, and financial support to local, regional, and national fundraising programs; to provide support for persons desirous of establishing on-going giving programs for the benefit of qualified organizations.

D. Persons are identified as individuals, groups of individuals, charitable trusts, partnerships, or corporations desirous of establishing meaningful corporate giving programs to support the communities from which they derive their income.

E. Qualified organizations are defined as any church, school, fraternal or charitable organization that meets the requirements of the Internal Revenue Code to be classified as a tax exempt activity as the law is presently constituted or as amended by act of Congress.

F. Support is defined as and may include any or all or a combination of the following: (1) educational seminars, individual or group training, assistance in designing, locating, or preparing necessary fundraising materials, direct grants, and/or interest-free short-term loans for the purchase of fundraising materials, supplies, required licenses, permits, registration, or qualification fees. (2) to provide educational scholarships to any student, regardless of race, creed, or national origin, who has demonstrated his or her support of philanthropic principles by participating in, assisting in, sponsoring, or volunteering with any locally recognized community self-help or improvement program or activity. (3) to annually donate all funds in excess of reasonable operating costs and reserves for the on-going work of the foundation to the following national organizations in equal amounts: the American Red Cross, the Salvation Army, and the Habitat for Humanity.

G. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

H. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, directors, or officers; but the corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and make payments and distributions in furtherance of its stated purposes.

Article 4. Members. The corporation shall have two classes of membership, voting and non-voting. Voting Members shall be elected (and may be removed) by the Voting Members, and shall have all the rights privileges of members of the corporation. Non-voting members shall have all the rights privileges of members of the corporation, except the power to elect voting members. The By-laws may provide for Non-voting Members of one or more classes, who shall

be admitted in such number and who shall have such rights and privileges as are set forth in the By-laws, but who shall not have the right to vote. The names and addresses of each of the initial Voting Members is as follows:

<u>Name</u>	<u>Address</u>
Frederick E. Nick	5637 Forest Haven Cr. Suite 101 Tampa, FL 33615
Dennis J. Daniels	5459 Friarsway Drive Tampa, FL 33624
Larry Turnipseed	4930 Williamstown Blvd. Lakeland, FL 33810

Article 5. Initial Registered Agent and Office. The initial registered agent is Douglas L. Grable, and the initial registered office is 1008 S. Park Avenue. Sanford, FL 32771. Tel. 407-321-6188.

Article 6. Initial Board of Directors. The initial Board of Directors shall have seven members whose names and addresses are:

<u>Name</u>	<u>Address</u>
Frederick E. Nick	5637 Forest Haven Cr. Suite 101 Tampa, FL 33615
Dennis J. Daniels	5459 Friarsway Drive Tampa, FL 33624
Larry Turnipseed	4930 Williamstown Blvd. Lakeland, FL 33810
Scott Hooten	1447 Drew Street Clearwater, FL 34615
Douglas L. Grable	1008 S. Park Avenue Sanford, FL 32771
George Harris	114 N. Tennessee Avenue Lakeland, FL 33801

Donna L. Daniels 5459 Friarsway Drive
Tampa, FL 33624

Dolores Turnipseed 4930 Williamstown Blvd.
Lakeland, FL 33810

The By-laws shall provide for the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the By-laws, but shall in no case be less than three.

Article 7. Officers. The officers of the corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the By-laws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-laws. The names and addresses of the initial officers of the corporation are as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Frederick E. Nick	5637 Forest Haven Cr. Suite 101 Tampa, FL 33615
Secretary	Dennis J. Daniels	5459 Friarsway Drive Tampa, FL 33624
Treasurer	Dennis J. Daniels	5459 Friarsway Drive Tampa, FL 33624

Article 8. Incorporator. The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Dennis J. Daniels	5459 Friarsway Drive Tampa, FL 33624

Article 9. Nonstock Basis. The corporation is organized (and shall be operated) on a Nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided for in the By-laws.

Article 10. Corporate Address. The street address of the corporation's initial principal office is: 4930 Williamstown Blvd., Lakeland, FL 33810.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 14th day of December, 2000.

Dennis J. Daniels

Dennis J. Daniels
(Signature of Incorporator)

FILED
00 DEC 28 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acknowledged before me on the 14th day of December, 2000, by: Dennis J. Daniels who produced a valid Florida Drivers License as identification, and who executed said instrument for the purposes therein expressed.

Patricia A. Sullivan
NOTARY PUBLIC, STATE OF FLORIDA

Name: *Patricia A. Sullivan*

Commission No.: *#CC683494*

My Commission Expires: *9/24/01*



I hereby accept the designation as registered agent:

Douglas L. Grable

Douglas L. Grable

The initial registered office is:

1008 S. Park Avenue

Sanford, FL 32771

Tel. 407-321-6188