

NO100002916

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April 19, 2001

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

Re: Articles of Incorporation of:
Project Self Respect, Inc.

800004044978--9
-04/23/01--01145--006
****122.50 *****78.75

Greetings:

Enclosed is the original and one copy of Articles of Incorporation of the above named proposed corporation.

Please approve these Articles of Incorporation, file the original, certify the copy, and return the same to the undersigned.

Enclosed is a check for \$122.50 for the filing fee, designation of Registered Agent fee, and one certified copy.

Very truly yours,

FOSTER AND FOSTER



D. William Foster

DWF/wh
Enclosures
Check: \$122.50

FILED
01 APR 23 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. CULLIGAN APR 25 2001

ARTICLES OF INCORPORATION
OF
PROJECT SELF RESPECT, INC.

FILED

01 APR 23 AM 9:51

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, all of whom are of legal age and competency, do hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida applicable to corporations not for profit, and hereby adopt these Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

PROJECT SELF RESPECT, INC.

ARTICLE II. DURATION

The corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is a not for profit corporation, and formed exclusively for charitable purposes within the definition of "non-profit organizations" as defined by the Internal Revenue Code, which purposes shall include the following:

(A) The specific and primary purpose of this corporation is to operate for the advancement of charity and education and for other charitable purposes, by the distribution of its funds for such purposes, and particularly to provide educational training, residential care, support and assistance to people in poverty throughout the World in an effort to create a new cycle of self-sustenance and hope.

(B) The general purpose for which this corporation is formed is to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(C) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene, by publication or distribution of any statements or otherwise, in any political campaign on behalf of any candidate for public office.

ARTICLE IV. MEMBERSHIP

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the voting and other rights and privileges of members, shall be as regulated in the bylaws. However, the members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to assessments.

ARTICLE V. INCORPORATORS

The names and addresses of the incorporators of this Corporation are:

JOHN L. HONEYCUTT, III
3860 Sun City Center Boulevard
Sun City Center, Florida 33573

PAMELA H. WELLS
9150 Ridge Road
Seminole, Florida 33772

CATHERINE L. HONEYCUTT
3860 Sun City Center Boulevard
Sun City Center, Florida 33573

ARTICLE VI. BOARD OF DIRECTORS

(A) The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three (3), provided, however, that such number may be increased by a bylaw duly adopted pursuant to the bylaws of this corporation.

(B) The Board of Directors may authorize any officer to carry out any business or matter within the purpose of the Corporation.

(C) The Incorporators and Subscribers to these Articles of Incorporation, whose names and addresses appear in Article V hereinabove, shall constitute the first Board of Directors.

(D) Each Director shall hold office until a qualified successor is duly elected.

(E) The Directors may fill any vacancy occurring on the Board of Directors by the majority vote of the Board of Directors present and voting at any regular meeting of the Board of Directors or at a special meeting called for that purpose.

(F) There shall be an Annual Meeting of the Board of Directors for the purpose of electing directors for the next year. Said meeting shall be held in January of each year and the Chairman shall notify all directors of the date, time, and place of such meeting. The election procedure for the election of Directors shall be as provided in the By-laws.

(G) Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VII. POWERS

(A) This Corporation shall have the power to acquire and hold title in fee simple, in trust, or otherwise, to both real and personal property; to improve, encumber, sell, convey, and dispose of all such property; to borrow money; to execute notes, bonds, and other evidences of indebtedness and to secure the same by mortgages and deeds of trust, annuity bonds and other instruments of indebtedness and to pay interest thereon; to improve, adapt, and use its personal property or the income therefrom in its charitable activities.

(B) The Corporation shall have all other powers and authorities granted by law to Corporations Not For Profit, and it shall not have any power that would disqualify it as a non-profit corporation under either state or federal law.

(C) The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever be distributed to its members or directors, except that the Corporation may pay reasonable compensation to its members or directors for services rendered, and may confer benefits upon its members in fulfillment of its purpose.

ARTICLE VIII. BY-LAWS

The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purpose as it may deem necessary from time to time. Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE IX. NON PROFIT STATUS

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt

organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws. No part of the net earnings of this Corporation may inure or be paid to any member of the Corporation or private individual, provided however, that goods and services may be purchased and paid for by this Corporation at their fair market value in any bona fide transaction.

ARTICLE X. DISTRIBUTION OF ASSETS IN THE EVENT OF DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. None of the assets will be distributed to any member or director of this Corporation. **This Article shall be irrevocable and not subject to amendment.**

ARTICLE XI. AMENDMENTS

These Articles of Incorporation, with the exception of Articles IX and X, may be amended at a special meeting of the Board of Directors called for that purpose, by a two-thirds (2/3) vote of those Board members present and voting.

ARTICLE XII. PRINCIPAL OFFICE OF CORPORATION

The principal office and mailing address for the Corporation shall be 3860 Sun City Center Boulevard, Sun City Center, Florida 33573.

ARTICLE XIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 4911 Park Street North, St. Petersburg, Florida 33709, and the name of the initial registered agent of the corporation at that address is F. M. WELLS, JR.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have hereunto set our hands and seals this 27th day of March A. D. 2001.

John L. Honeycutt, III (SEAL)
JOHN L. HONEYCUTT III, Incorporator

Pamela H. Wells (SEAL)
PAMELA H. WELLS, Incorporator

Catherine L. Honeycutt (SEAL)
CATHERINE L. HONEYCUTT, Incorporator

ACCEPTANCE BY REGISTERED AGENT

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

F. M. Wells, Jr. (SEAL)
F. M. WELLS, JR., Registered Agent

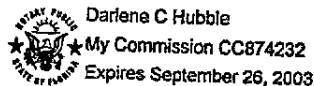
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01 APR 23 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority duly authorized by law to administer oaths and take acknowledgments, personally appeared JOHN L. HONEYCUTT, III, PAMELA H. WELLS, and CATHERINE L. HONEYCUTT, to me well known and known to me to be the persons described as incorporators in and who executed the foregoing Articles of Incorporation of Project Self Respect, Inc., a Corporation Not For Profit, and before me, took an oath and acknowledged the same to be their free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida, this 27th
day of March, 2001.

Notary Public Darlene C. Hubble
Print Name:
Commission #:
My Commission Expires:



STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority duly authorized by law to administer oaths and take acknowledgments, personally appeared F. M. WELLS, JR., as the **Registered Agent** of said corporation, to me well known and known to me to be the person described as Registered Agent in and who executed the foregoing Articles of Incorporation of Project Self Respect, Inc., a Corporation Not For Profit, and before me, took an oath and acknowledged the same to be his free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida, this 27th
day of March, 2001.

Notary Public Darlene C. Hubble

