

No10000002955

April 24, 2001

Division of Corporations
Attn: Claretha Gaines
409 East Gaines Street
Tallahassee, FL 32399

FILED
2001 APR 25 AM 11:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: Filing of Articles of Incorporation for
GiveBack, Inc.

Dear Claretha:

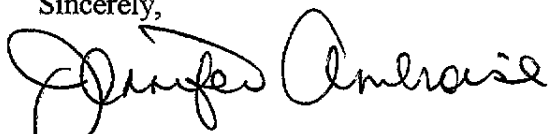
First of all thank you for all your assistance in the past couple of days. As we discussed I have enclosed 1 original and 1 copy of the Articles of Incorporation for GiveBack, Inc. Also, enclosed you will find the completed and signed Transmittal Letter and a money order in the amount of \$78.75 which covers the cost for the Non Profit filing.

According to the enclosed Transmittal Letter I should receive a Certified Copy of the Article along with a Certificate of Status.

Should you have any questions please do not hesitate to call.

Again, thank you for your assistance and God Bless.

Sincerely,



Jennifer D. Ambroise
5444 Aeolus Way
Orlando, FL 32808
(407) 522-6243

800004078418--5
-04/25/01--01075--025
*****78.75 *****78.75

/JA

Enclosures (4)

Jennifer Ambroise GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. Address
B.R. Acceptance
DATE 4/26/01
DOC. EXAM gg

✓
ga 4/26/01

FILED

**ARTICLES OF INCORPORATION
OF
GIVEBACK, INC.**

2001 APR 25 AM 11:04

SECRETARY OF STATE
TALLAHASSEE FLORIDA

A Florida Not-for-Profit Organization

The undersigned acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes adopt the following articles of incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is:

GIVEBACK, INC.

5444 Aeolus Way
Orlando, Florida 32808

ARTICLE II - PURPOSE

(1a) To operate exclusively for charitable, religious, educational or any other purpose described in Section 501 C) (3) of the Internal Revenue Code of 1986, by combating the situations which have be instated against ex-offenders, circumstances which seriously affect an ex-offender's stability because of inadequate housing and unemployment which is consistently associated with high recidivism rates. Through educating potential employers of the advantages of utilizing GIVEBACK, Inc. to fill their employment needs. The tax credit filings and JTPA reimbursement filings they will qualify for as well as the opportunity to help enhance another human beings life. GIVEBACK, Inc. will offer the ex-offender affordable transitional housing along with a conglomerate of services to aid in their transition back into the mainstream of society. Individuals referred by Probation and/or Parole officers, prisons, jails or half-way houses will be offered housing, clothing, transportation means, job screening, placement opportunities, self-esteem programs and emotional as well as spiritual counseling.

(1b) By obtaining contractual agreements with the Public Schools of Orange, Seminole, Volusia and Osceola Counties in Florida as well as the Private Schools, we intend to warfare against community deterioration and juvenile delinquency caused by the influence of illegal drugs, gang activities or any other self deteriorating processes through educating youths, parents and the public of the symptoms and outcomes of any such practices. Also, by helping youths susceptible to illegal gang-influences, drug activities or sudden bursts of violent outbursts. However, no part of the corporation's income or principal shall deluge to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publishing of statements) any political campaign on behalf of any candidate for public office.

(2) No part of the net earnings of the corporation shall deluge to the benefit of nor be distributed to any member, director, trustee, officer of the corporation, or any affiliated organization, or any private individuals (except that reasonable compensation may be paid for services rendered to or for the corporation in connection with one or more of its purposes) and no member, trustee, officer of the corporation, or any affiliated organizations or any private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation.

(3) No part of the activities of the corporation shall involve carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening (including publishing or distributing of statements) in any political campaign on behalf of any candidate or public office; nor shall the incorporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(4) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 5010(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III - POWERS

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 5010(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The corporation shall have and possess all powers and rights conferred by subsequent legislative acts; and, in addition thereto, the corporation shall have and exercise all powers and rights not otherwise denied nonprofit corporations by the laws of the State of Florida, as are necessary, suitable, proper, convenient, or expedient to the attainment of the purposes set forth in Article II herein.

ARTICLE IV - QUALIFICATIONS OF MEMBERS

The authorized number and qualification of members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members and their liability for dues and assessments and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - SUBSCRIBERS

The name and residence of the subscriber to these articles is:

Jennifer and Himrod Ambroise
5444 Aeolus Way
Orlando, Florida 32808

ARTICLE VII - BOARD OF DIRECTORS

- Section 1. The corporation shall have seven Directors initially. The number of Directors may be increased, or decreased, from time to time, by the by-laws.
- Section 2. The Board of Directors may be members of the corporation.
- Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the by-laws.
- Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

Name	Address
Jennifer Ambroise	5444 Aeolus Way Orlando, Florida 32808
Himrod Ambroise	5444 Aeolus Way Orlando, Florida 32808
Kenneth B. Thomson	1140 Castle Wood Terrace Suite 204 Casselberry, Florida 32707
Shaleana Eubanks-Worlds	6600 Hiawassee Meadows Drive Orlando, Florida 32818
Stan Allen	P. O. Box 622557 Oviedo, Florida 32762

ARTICLES VIII - BY LAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in Chapter 617, Florida Statutes, concerning corporate action that must be authorized approved by the Membership 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 a procedure set forth in the Bylaws of the corporation.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by Section 617.017 (1-3) Florida Statutes (1987) and as subsequently amended.

ARTICLE X - LOCATION

The street address of the corporation's initial registered office shall be:

5444 Aeolus Way
Orlando, Florida 32808

and the name of its initial Registered Agent at such address shall be:

Jennifer D. Ambroise

ARTICLE XI - INTERNAL REVENUE CODE REFERENCES

All references herein to provisions of the Internal Revenue Code or 1986 shall be deemed to include statutes, which succeed such, provisions (i.e., the corresponding provisions of future United States Internal Revenue laws.)

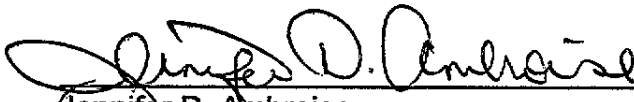
ARTICLE XII - OFFICERS

The officers of the corporation shall be a President, Vice President, Secretary, Accountant, and such subordinate officers as may be appointed by the Board of Directors, in such manner as may be provided from time to time in the Bylaws. Each such officer, insofar as permissible under law, and as provided in the Bylaws or resolutions of the Board of Directors, shall be relieved of responsibility for exercise of authority or performance of duties incident to his office, the exercise or performance of which has been assigned to subordinate officers.

ARTICLE XIII – LIMITATION OF LIABILITY

The private property of incorporators, directors, and officers of this corporation shall not be subject to the payment of corporation debts.

IN WITNESS WHEREOF, the subscriber has caused this instrument to be executed this the day of April, 2001, for the purpose of forming this corporation not for profit under laws of the State of Florida. I am hereby familiar with and accept the duties and responsibilities of registered agent for said corporation.

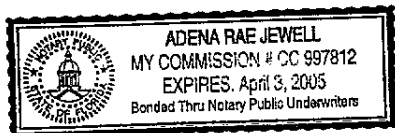

Jennifer D. Ambroise
Board President/Registered Agent

FILED
2001 APR 25 AM 11:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME the undersigned authority, personally appeared before me,
Jennifer D. Ambroise who acknowledged to me that she executed the foregoing
Articles of Incorporation.

WITNESS my hand and official seal this 24th day of April, 2001.




Notary Public, State of Florida