

TRANSMITTAL LETTER

Notarized 4461

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

200004335252-3
-05/31/01--01013--002
*****70.00 *****70.00

SUBJECT: Zion's Hope Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Charles Fitzpatrick
Name (Printed or typed)

2731 Blairstone Rd. Apt. 116
Address

Tallahassee, FL 32301
City, State & Zip

(850) 264-4269
Daytime Telephone number

01 JUN 26 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

*Call and ask
mess on call ph.*

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 6, 2001

CHARLES FITZPATRICK
2731 BLAIRSTONE RD.
APT 116
TALLAHASSEE, FL 32301

SUBJECT: ZION'S HOPE FOUNDATION, INC.
Ref. Number: W01000012803

We have received your document for ZION'S HOPE FOUNDATION, INC.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 101A00034399

ARTICLES OF INCORPORATION

of

Zion's Hope Foundation, Inc.

The undersigned, acting as incorporator under the Florida Non-Profit Corporation Act, Chapter 617, Florida Statutes, 617.01011 et seq., hereby adopts and executes the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is Zion's Hope Foundation, Inc.

ARTICLE II

Duration

The period of duration of this corporation shall be perpetual.

ARTICLE III

Purpose

The purpose for which this corporation is formed include, but are not limited to:

- 1. To provide scholarships and grants to students enrolled at Florida A&M University, Tallahassee, Florida.*
- 2. To coordinate workshops and seminars to the betterment of the student body of Florida A&M University, Tallahassee, Florida*
- 3. To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501.3 of the Internal Revenue Code of 1986, henceforth known as the Code, as it now exists or as hereafter amended, including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501.3 of the Code.*

ARTICLE IV

Powers

The corporation shall have the power to do all the lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article III which are consistent with the Florida Non-Profit Corporation Act and Section 501.3 of the Code.

ARTICLE V

Influence Legislation

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TALLAHASSEE FLORIDA

No substantial part of the activities of this organization shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI
Registered Office

The address of the initial registered and principal office of this corporation is:

2500 Elliot Street
Tallahassee, Florida 32304

and the name of the initial registered agent at such address is:

Charles Wesley Fitzpatrick Jr.

The written consent of such person to serve as registered agent is attached hereto.

ARTICLE VII
Board of Directors

The management of this corporation shall be vested in a Board of Directors. The number of directors, and the method of selecting directors, shall be fixed by the Bylaws of this corporation; provided, that the initial directors shall be five(5) in number and the names and addresses are:

LaKeisha Anders
17 Diamond Hill Road
Hampton, Virginia 23666

Charles Fitzpatrick
12257 South State Street
Chicago, Illinois 60628

Fredara Hadley
2500 Elliot Street
Tallahassee, Florida 32304

Derric Heck
1515 Paul Russell Road
Apt. 11
Tallahassee, Florida 32301

Paul Shaw
4468 Papal Drive
Florissant, Missouri 63033

The initial directors shall serve until their successors are appointed and qualified.

ARTICLE VIII
Bylaws

The Board of Directors is authorized to make, alter, amend, or repeal the Bylaws of this corporation.

ARTICLE IX
Limitations

The corporation shall have no capital stock and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributed to, any officer, director, or other individual having a personal or private interest in the activities of this corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501.3 of the Code, except that the corporation be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III.

ARTICLE X
Transactions Involving Directors

1. No contracts or other transactions between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any director of this corporation is seemingly or otherwise interested in, or is a trustee, director, or officer of, such other corporation.
2. Any director, individually, or any firm of which any trustee may be member, may be party to, or may be seemingly or otherwise interested in, any contracts or transactions of the corporation; provided, that the fact that such director or such firm is so interested shall be disclosed or shall have been known by the Board of Directors or a majority thereof.

ARTICLE XI
Distributions Upon Dissolution

Upon any dissolution of this corporation under the provisions of the laws of the State of Florida for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt in taxation under the provisions of Sections 501(a) and 501.3 of the Code, or any successor statutes, and which further the purposes set forth in Article III. In no event shall any of the corporation's assets be distributed to the officers, directors, or members of the corporation.

ARTICLE XII
Private Foundation

If this corporation becomes a private foundation within the meaning of Section 509 of the Code, as long as its private foundation status continues, the following provisions shall apply in the management of its affairs:

1. Each year the corporation shall distribute the income of the corporation, for the purposes specified in Article III, at such time and in amounts at least sufficient to avoid liability for the tax imposed by Section 4942 of the Code;
2. The corporation shall not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;
3. The corporation shall not sell, exchange, distribute, or otherwise dispose of any "excess business holdings" (as defined in Section 4945 of the Code) which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.
4. The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes (within the meaning of Section 4944 of the Code) and which would, therefore, give rise to any liability for the tax imposed by Section 4945(a) of the Code.
5. The corporation shall not make any taxable expenditures (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

ARTICLE XIII Amendments

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors.

ARTICLE XIV No Members

The corporation shall have no members.

ARTICLE XV Incorporator

The name and address of the incorporator:

Charles Wesley Fitzpatrick Jr.
2731 Blairstone Road
Apt. 116
Tallahassee, FL 32301

Dated: June 15, 2001

Charles Wesley Fitzpatrick Jr.

Charles Wesley Fitzpatrick, Jr.
Incorporator

CONSENT TO APPOINTMENT OF REGISTERED AGENT

I, Charles Wesley Fitzpatrick Jr., hereby consent to serve as registered agent, in the State of Florida, for the Zion's Hope Foundation, Inc. I understand that as an agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office and/or principal office of the corporation for which I am agent.

Dated: June 15, 2001

Charles Wesley Fitzpatrick Jr.

Charles Wesley Fitzpatrick, Jr.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA