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James W. Stackhouse
9716 Orr Ct. S.
Jacksonville, Florida 32246
Telephone: (904) 928 4095

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Attention: Division of Corporations

Re: Articles of Incorporation For
Helping Hands Ministries OF ATLANTIC BEACH, Inc. 000004495570--6
(a corporation not for profit) -07/25/01--01054--014
*****78.75 *****78.75

Gentlemen:

Enclosed herein please find an original and one copy of properly executed Articles of Incorporation and Acceptance of Resident Agent for Helping Hands Ministries Inc., a not for profit corporation, for filing. Also, enclosed is our check in the amount of \$78.75, made payable to Florida Secretary of State, to cover the following costs:

Filing Fee for Articles of Incorporation	\$35.00
Resident Agent Fee	\$35.00
Certified Copy Fee	\$ 8.75
<u>TOTAL</u>	\$78.75

Please forward the certified copy of the Articles of Incorporation to the undersigned at the address set forth above. Thank you for your courteous cooperation.

Sincerely yours,


James W. Stackhouse

Enclosure:

Original and one copy of Articles of Incorporation
Check for Filing Fee



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 27, 2001

JAMES W STACKHOUSE
9716 ORR CT S
JACKSONVILLE, FL 32246

SUBJECT: HELPING HANDS MINISTRIES INC.
Ref. Number: W01000017360

We have received your document for HELPING HANDS MINISTRIES INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please complete Article V.

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) 245-6915.

Pamela Smith
Document Specialist
New Filings Section

Letter Number: 201A00043761

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ARTICLES OF INCORPORATION
OF
Helping Hands Ministries Of Atlantic Beach Inc. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation: Helping Hands Ministries Of Atlantic Beach Inc. The street address of the Corporation is: 31 Lewis Street, Atlantic Beach, Florida 32233

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing upon filing of these articles of incorporation with the Florida Secretary of State.

ARTICLE III

Purpose

This Corporation is organized exclusively for charitable and educational purposes, with the primary focus on charity. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. The corporation will disburse food and clothing to needy families, provide transitional housing with supportive services to homeless families with children, provide no cost child care to poverty level working families with children, and

distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All donated funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE IV

Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other

obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To elect or appoint officers and agents of the Corporation and define their duties.

(h) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(i) To transact any lawful business which the Board of Directors shall determine to be in conformance with governmental policy.

(j) To pay pensions and establish and carry out pension plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its officers, and employees and for any or all of the officers, and employees of its subsidiaries.

(k) To provide insurance on the life of any of its officers or employees.

(l) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 4500 Salisbury Road, Suite 340, Jacksonville,

Florida, and the name of its initial registered agent at such address is Richard G. Rumrell.

ARTICLE VI

Board of Directors

The powers of this corporation shall be exercised, it's properties protected and it's affairs conducted by a Board of Directors of not less than (3) three or more than (13) thirteen (directors). Preferably but not limited to 3 from New Friendship Missionary Baptist Church, 3 from Sunrise Community Church and the remainder coming from the supporting churches, individuals and organizations of Helping Hands Ministries Inc. The method of election of directors is as stated in the bylaws. Directors may serve up to 2 three year terms.

ARTICLE VII

Initial Directors/Officers

Pres.- Robert Gibson 649 Goldenrod Lane, Neptune Beach, FL 32266
V. Pres. - Christine Guajardo 2437 Blackbeard Drive Jacksonville, FL 32224
Sec/Treas - Kathy Gibson 649 Goldenrod Lane, Neptune Beach, FL 32266

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles and serving as the sole incorporator is:

Name

Address

James W. Stackhouse

9716 Orr Court S.

Jacksonville, Florida 32246

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned sole incorporator executed these Articles of Incorporation, this 20th day of July, 2001.

James W. Stackhouse
James W. Stackhouse
Sole Incorporator

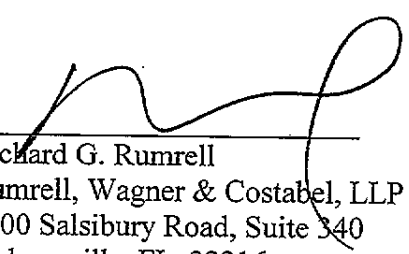
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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named Registered Agent and designated to accept service of process for the within Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Richard G. Rumrell
Rumrell, Wagner & Costabel, LLP
4500 Salsibury Road, Suite 340
Jacksonville, FL 32216

Dated this 20th day of July, 2001.