

LAW OFFICES OF
BARRY R. HILLMYER, P.A.
ATTORNEY & COUNSELLOR AT LAW

2400 FIRST STREET
POST OFFICE BOX 960
FORT MYERS, FL 33902
(941) 334-6666
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August 23, 2001

Corporate Records Bureau
Corporations Division
Department Of State
Post Office Box 6327
Tallahassee, Florida 32314

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-08/27/01--01087--005
****122.50 *****78.75

RE: QUEEN OF PEACE'S FOUNDATION, INC.

Gentlemen:

With reference to the above corporation, enclosed please find the following:

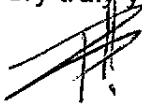
1. Original and one copy of Articles Of Incorporation.
2. Our check in the amount of \$122.50, to cover the following:

Filing Fee:	\$ 35.00
Registered Agent:	\$ 35.00
Certified Copy:	\$ 52.50

TOTAL AMOUNT: \$122.50

Please file these Articles Of Incorporation and forward the certified copy to the undersigned.

Very truly yours,


Barry R. Hillmyer

BRH/lac
Encs.
queen of peace\sec-st.ltr

01 AUG 27 AM 11:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS 8/28/01

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01 AUG 27 AM 11:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
QUEEN OF PEACE'S FOUNDATION, INC.
(A Corporation Not for Profit)

WE, the undersigned acting as subscribers of Queen of Peace's Foundation, Inc., a non-profit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles Of Incorporation for such corporation.

ARTICLE I
CORPORATE NAME

The name of the corporation (hereinafter called Corporation) is QUEEN OF PEACE'S FOUNDATION, INC.

ARTICLE II
TERM OF EXISTENCE

The existence of the Corporation will commence upon the filing of these Articles with the Department of State of the State of Florida and shall continue thereafter in perpetuity.

ARTICLE III
PRINCIPAL OFFICE

The principal office of the Corporation shall be 7675 Santa Marguerite Way, Naples, Florida 34109.

ARTICLE IV
PURPOSE

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal Tax Code.) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c) purposes. No substantial part of the activities of the corporations shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

It is the intent of the corporation to benefit deserving youth in and outside our community by providing scholarships, grants and programs to those individuals and/or organizations who are in financial need to continue their academic pursuits.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c) of the Internal Revenue Service Code (or corresponding section of any future Federal Tax Code) or (by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code.)

ARTICLE V **MEMBERSHIP**

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 admissions, the difference classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues, if any, and the method of collecting dues shall be regulated by bylaws.

ARTICLE VI **REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 7675 Santa Marguerite Way, Naples, Florida 34109. The name of its initial registered agent at that address is H. Georges Chami.

ARTICLE VII **DIRECTORS**

The affairs of the Corporation will be managed by a Board of Directors consisting of three members, initially. The number of members constituting the Board of Directors may, from time to time, be increased, or decreased by the members as may be provided in the Bylaws, but will never be less than three (3), nor more than eleven (11.)

(a) **TERMS OF OFFICE.** Directors will generally serve a term of three (3) years each and shall be elected at the annual meeting of the membership. However, the members of the Board of Directors will serve until their successors are elected and qualify and may be re-elected for additional terms. In the case of a vacancy upon the Board of Directors, whether occasioned by the resignation or removal of a member or the creation of a new directorship, the vacancy will be filled by the person elected by the remaining Board of Directors and the newly appointed member will serve until the next election of Directors.

(b) ELECTION BY MEMBERS. Members of the Board of Directors will be elected by the voting membership, except as heretofore provided. Every director elected will be either a member of the corporation or, in the case of an entity member, an officer, general partner or trustee of that member, as the case may be. All elections will be by plurality of votes, and the member of the Board of Directors receiving the largest number of votes shall be the Chairman of the Board of Directors.

(c) The names and addresses of the persons who shall serve as Directors until the first election are:

<u>NAME</u>	<u>ADDRESS</u>
H. Georges Chami	7675 Santa Marguerite Way Naples, FL 34109
Lamia Chami	7675 Santa Margherita Way Naples, FL 34109
Randy Banks	10511 Six Mile Cypress Parkway Suite 101 Fort Myers, FL 33912

(d) 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 individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board and any 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 taken in this manner 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 of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the director's authority.

ARTICLE VIII OFFICERS

The Foundation will have a President, a Vice-President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Two or more offices may be held by the same person, except as may be prohibited by law. Officers will be elected by the Board of Directors for a term of one (1) year, at the first meeting of the Board of Directors following each annual meeting of the members, but may be removed with or without cause by the Directors at any time.

The names of the officers who are to serve until the first election are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
H. Georges Chami	President	7675 Santa Marguerite Way Naples, FL 34109
Lamia Chami	Vice-President	7675 Santa Marguerite Way Naples, FL 34109
Randy Banks	Secretary/Treasurer	10511 Six Mile Cypress Pkwy. Suite 101 Fort Myers, FL 33912

ARTICLE IX

BASIS UNDER WHICH CORPORATION IS ORGANIZED

The corporation is a not for profit corporation as defined in the Not for Profit Corporation Act in Section 617.01401 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof are distributable to its members, directors, officers or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

ARTICLE X

BYLAWS

Bylaws will be adopted at the first meeting of the Board of Directors,. The Bylaws may be amended, repealed, in whole or in part, by the directors in the manner provided in the Bylaws. Any amendments to the Bylaws shall be binding on all members of this corporation.

ARTICLE XI

AMENDMENT TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3) of a quorum of the voting members of the corporation.

ARTICLE XII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this Corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code or shall be distributed to the Federal government or a State or local government, for a public purpose.

ARTICLE XIII
NAME AND ADDRESS OF SUBSCRIBERS

The names and addresses of the subscribers are:

H. Georges Chami

7675 Santa Marguerite Way
Naples, FL 34109


Lamia Chami

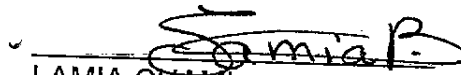
7675 Santa Marguerite Way
Naples, FL 341209

Randy Banks

10511 Six Mile Cypress Parkway
Suite 101
Fort Myers, FL 22912

We, the undersigned, being the subscribers of this corporation, for the purposes of forming this not for profit corporation under the Laws of Florida, have executed these Articles of Incorporation this 11th day of August, 2001.


H. GEORGES CHAMI



LAMIA CHAMI


RANDY BANKS

STATE OF FLORIDA
COUNTY OF Collier

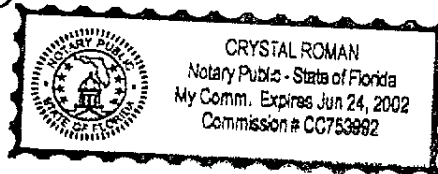
BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared H. GEORGES CHAMI and LAMIA CHAMI, to me well known to be the persons described in and who executed the foregoing Articles Of Incorporation and acknowledged before me, according to law, that they executed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State above mentioned, this 11th day of August, 2001.


Notary Public
Crystal Roman

Printed Name of Notary

My Commission Expires: 6-24-02



STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, a Notary Public duly authorized in the State an County named above to take acknowledgments, personally appeared RANDY BANKS, to me know to be the person described as subscribed in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the County and State named above this 21st day of August, 2001.



Karen M Smith
My Commission CC865778
Expires October 23, 2003

Karen M Smith
Notary Public
KAREN M SMITH
Printed Name of Notary

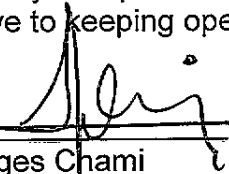
My Commission Expires:

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First -- That QUEEN OF PEACE'S FOUNDATION, INC. desires to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Naples, Collier County, Florida, has named H. Georges Chami, located at 7675 Santa Margherita Way, Naples, FL 34109, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
H. Georges Chami
Registered Agent

FILED
01 AUG 27 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA