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FLORIDA NON-PROFIT CORPORATION
FAMILIES FIRST CHARITABLE FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
FAMILIES FIRST CHARITABLE FOUNDATION, INC.
A Florida Corporation, not for profit**

**ARTICLE I
NAME**

The name of the corporation is FAMILIES FIRST CHARITABLE
FOUNDATION, INC.

**ARTICLE II
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III
PURPOSE**

The purpose for which the corporation is organized is to
improve the quality of life for those truly in need, and for such
other purposes as allowed by law for a Florida corporation, not for
profit. There shall be no power to engage in any activity which
would disqualify the corporation as an exempt organization which
under §501 of the Internal Revenue Code and Regulations issued
pursuant thereto as they now exist or as they may hereafter be
amended.

No part of the assets or the net earning of this corporation

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shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of this corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation; and this corporation shall not participate or intervene in, any political campaign on behalf of any candidate for public office.

ARTICLE IV
DIRECTORS

The Directors of the corporation shall be not less than three (3) in number and shall be selected by the method set forth in the By-laws of the corporation. The initial Directors for the corporation and their addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
FARRELL M. GORDON	215 Celebration Place Celebration, Florida 34747
MARIA T. SUTHERLAND	2105 Hartt Road Sebring, Florida 33870
JOEL G. HENDERSON	215 Celebration Place Celebration, Florida 34747
LINDA J. BERGY	215 Celebration Place Celebration, Florida 34747

ARTICLE V
REGISTERED OFFICE

The street address for the initial registered office is 2105 Hartt Road, Sebring, Florida 33870, and the initial registered agent at such address is MARIA T. SUTHERLAND.

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The principal place of business of this corporation shall be 215 Celebration Place, Celebration, Florida 34747, and the mailing address for the corporation shall be % MARIA T. SUTHERLAND, 2105 Hartt Road, Sebring, Florida 33870.

ARTICLE VI
INCORPORATOR

The name and address of the sole incorporator to these Articles of Incorporation is MARIA T. SUTHERLAND, 2105 Hartt Road, Sebring, Florida 33870.

ARTICLE VII
DISTRIBUTION OF ASSETS UPON DISSOLUTION OR FINAL LIQUIDATION

Upon dissolution or the winding up of the affairs of this corporation, for whatever reason, its assets shall be first applied to the payment of any liabilities and the balance thereof shall be distributed, transferred, conveyed, delivered, and paid over to such other organizations as may be designated by the donor of a particular fund or property, or in the absence of such a designation, by the Board of Directors; provided, however, that any such organization shall themselves be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; and provided further that this Article VII shall not be subject to amendment.

ARTICLE VIII
AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation shall be made as

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per the procedure set forth within the By-laws for the corporation.

IN WITNESS WHEREOF, I have subscribed my name this 21st
day of the September, 2001.

Maria T. Sutherland
MARIA T. SUTHERLAND
Incorporator

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STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this
21st day of September, 2001, by MARIA T. SUTHERLAND, who is
[X] personally known to me, or who has [] produced her
_____ as identification and who did not
take an oath.

J. Timothy Sheehan
J. TIMOTHY SHEEHAN
Notary Public, State of Florida
(Affix Seal)

ACCEPTANCE



"OFFICIAL SEAL"
J. Timothy Sheehan
My Commission Expires 10/10/2002
Commission #CC 752126

I agree as registered agent to accept service of process, to
keep the registered office open during prescribed hours, and to post
my name in some conspicuous place in the office as required by law.

Maria T. Sutherland
MARIA T. SUTHERLAND
Registered Agent

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