

FROM : GRACE NORWICH CPA
Division of Corporations

FAX NO. : 5616891131

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FLORIDA NON-PROFIT CORPORATION

PROJECT GOOD DEEDS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 1, 2002

GRACE NORWICH

SUBJECT: PROJECT GOOD DEEDS, INC.
REF: W02000008973

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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.

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
PROJECT GOOD DEEDS, INC
A FLORIDA NONPROFIT CORPORATION**

The undersigned incorporator hereby forms a corporation under chapter 617 of the laws of the State of Florida.

ARTICLE I. CORPORATE NAME & ADDRESS

The name of the Corporation shall be:

PROJECT GOOD DEEDS, INC

The address of the principal office in the State of Florida is **220 Sunrise Avenue Ste 103, Palm Beach, FL 33480, County of Palm Beach**, and the mailing address of the corporation shall be the same.

ARTICLE II. PURPOSES.

This corporation is a not-for-profit corporation organized under chapter 617, Florida Statutes. It is not organized for the private gain of any person. The members shall not have a vested interest in the corporation's assets and upon dissolution the corporation must distribute all of its assets to one or more section 501 (c)(3) organizations or governmental entities. The specific purposes of this corporation is to benefit individuals and organizations with a variety of needs. however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and that the assets and net earnings must not inure to the benefit of any member, officer, or director; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

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ARTICLE III. NON STOCK BASIS.

The Corporation is organized (and shall be operated) on a non stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

ARTICLE IV. REGISTERED AGENT NAME & ADDRESS.

The name of the initial registered agent of the corporation shall be:

JEFFERY N. YOUNG

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

220 SUNRISE AVENUE STE 103, PALM BEACH, FL 33480

ARTICLE V. TERM OF EXISTENCE.

This corporation is to exist perpetually.

ARTICLE VI. MEMBERS.

This corporation shall have Voting Members, Who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such a manner and who shall have such rights and privileges as are set forth in the bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is follows:

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- 1) JEFFERY N. YOUNG
277 ROYAL POINCIANA WAY STE 148, PALM BEACH, FL 33480
- 2) TIMOTHY J. CAHILL
340 ROYAL POINCIANA WAY STE 300, PALM BEACH, FL 33480
- 3) RONNA J. FELBER
92 PLUMAGE LANE, WEST PALM BEACH, FL 33415

ARTICLE VII. OFFICER AND DIRECTORS.

This corporation shall initially have two Directors whose names and address is :

- 1) JEFFERY N. YOUNG
277 ROYAL POINCIANA WAY STE 148, PALM BEACH, FL 33480
- 2) TIMOTHY J. CAHILL
340 ROYAL POINCIANA WAY STE 300, PALM BEACH, FL 33480
- 3) RONNA J. FELBER
92 PLUMAGE LANE, WEST PALM BEACH, FL 33415

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of Bylaws but shall in no case be less than one. The officers of the corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the board of Directors (and may be removed by the board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the corporation is as follows:

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Title	Name	Address
President	Jeffery N. Young	277 Royal Poinciana Way Ste 148 Palm Beach, FL 33480
V. President	Timothy J. Cahill	340 Royal Poinciana Way Ste 300 Palm Beach, FL 33480
Secretary	Ronna J. Felber	92 Plumage Lane West Palm Beach, FL 33415

ARTICLE VIII. INCORPORATOR.

The name and street address of the Incorporator to these Articles of Incorporation is:

JEFFERY N. YOUNG
270 ROYAL POINCIANA WAY STE 148
PALM BEACH, FL 33480

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation
this 2nd day of APRIL, 2002

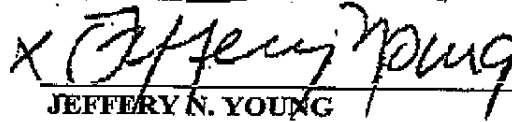
X 
JEFFERY YOUNG

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been designated as the Initial Registered Agent in the above and foregoing Articles to accept service of process on the corporation at the initial registered office designated in these Article, I am familiar with and hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining to the position of Registered Agent under Section 607.0505, Florida Statutes.


JEFFERY N. YOUNG

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