

NO2000002939

CHARLES ENGLISH AND ASSOCIATES

LICENSED MENTAL HEALTH COUNSELOR

1850 Lee Road, Suite 309

Winter Park, FL 32789

Telephone Number (407) 740-8899

Facsimile Number (407) 740-8771

April 9, 2002

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

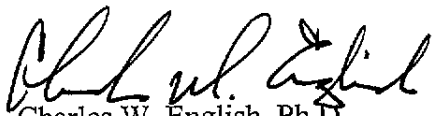
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To Whom It May Concern:

Enclosed you will find an original and one copy of the Articles of Incorporation for the Metro Orlando Academy of Hope, Inc.

Please forward the certificate and one certified copy of the same. If you have any questions you may contact me at (407) 333-3168.

Sincerely,



Charles W. English, Ph.D
President/CEO
Metro Orlando Academy of Hope, Inc.
1850 Lee Road, Suite 309
Winter Park, FL 32789

FILED STATE
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ARTICLES OF INCORPORATION
OF THE
METRO ORLANDO ACADEMY OF HOPE, INC.

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The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, do hereby state the Articles of Incorporation of the Metro Orlando Academy of Hope, Inc., in their entirety, and adopt the following Articles of Incorporation and agree and certify as follows:

ARTICLE I
NAME

The name of this corporation shall be:

Metro Orlando Academy of Hope, Inc.
(Hereinafter "Corporation")

ARTICLE II
INITIAL, PRINCIPAL OFFICE

The address of the initial principal office of the Corporation shall be: 1850 Lee Road, Suite 309, Winter Park, FL 32789.

The mailing address shall be: 9111 Pristine Circle, Orlando, FL 32818.

The property and assets of this corporation are irrevocably dedicated to Charitable Educational, Scientific and Literary purposes.

ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence corporate existence on the filing of these Articles of Incorporation and shall have perpetual existence unless sooner dissolved according to law. It has no stock.

ARTICLE IV
PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be to develop social, educational and Faith-Based initiatives, inclusive of benevolent acts of charity such as providing services and activities which assist economically and educationally disadvantaged persons, primarily ages 16-30, in securing career employment to attain economic self-sufficiency and in personal knowledge and skills development to help them become contributing citizens. The services will help the underprivileged and at-risk in the community; provide leadership development training, behavior modification and counseling programs, along with tutorial, and career development services. The Corporation shall have all the powers enumerated in the Florida Not for Profit Corporation Act, as the same now exists and as hereafter may be amended.

The Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. The corporation is organized exclusively for charitable, educational, scientific and literary purposes, and will aid the poor and disadvantaged individuals, as well as families towards a life of self-sufficiency.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its 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 the purposes set forth in these Articles. No substantial part of the activities of the Corporation 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 publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income taxation under Section 501(c) 3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The organization will not, as a substantial part of its activities, attempt to influence legislation (unless it elects to come under the provisions allowing certain lobbying expenditures) or participate to any extent in a political campaign for or against any candidate for public office.

ARTICLE V
MEMBERSHIP

The membership requirement is open to all persons over the age of eighteen (18) years who are interested in furthering the purposes of the Corporation. The members will not

be required to vote. The initial voting members are those persons named as directors in the Articles of Incorporation.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be located at 9111 Pristine Circle, Orlando, FL 32818 and the initial registered agent of the Corporation shall be Anthony Adams. The Corporation may change its street address, registered agent or the location of its registered office, or any of the above, from time to time without amendment of these Articles of Incorporation.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) or more directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws of the Corporation. The names and street addresses of the initial directors of this Corporation are as stated below. The manner in which directors are elected or appointed is as stated in the Bylaws for the Corporation.

1. Charles W. English, Ph.D, 1850 Lee Road, Ste. 309, Winter Park, FL 32789
2. Henry Harris, Jr., 7619 Lake Marsha Drive, Orlando, FL 32819
3. Marie Rolley, 2930 S. Semoran Blvd., #408, Orlando, FL 32822
4. Anthony Adams, 9111 Pristine Circle, Orlando, FL 32818
5. Denise Adams, 9111 Pristine Circle, Orlando, FL 32818

ARTICLE VIII
INCORPORATORS

The names and addresses of the incorporators shall be:

Anthony Adams, 9111 Pristine Circle, Orlando, FL 32818
Charles W. English, Ph.D, 1850 Lee Road, Ste. 309, Winter Park, FL 32789

ARTICLE IX
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct and gross negligence.

ARTICLE X
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE XI
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501©3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XII
HEADINGS AND CAPTIONS

The heading or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, do hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true and do hereby subscribe thereto and hereunto set their hand and seal this 10th day of April, 2002

Charles W. English
Charles W. English, Ph.D
President/CEO

Anthony Adams
Anthony Adams
Executive Director

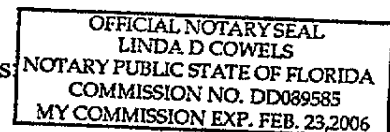
STATE OF FLORIDA)
 Ss:
COUNTY OF SEMINOLE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Charles W. English and Anthony Adams, personally known to me or provided identification _____, _____ to be the persons who executed the foregoing Articles of Incorporation, and they have acknowledged before me that they have executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10th day of April, 2002.

Linda D. Cowels
NOTARY PUBLIC

My Commission Expires



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED**


In compliance with Section 48.091, Florida Statutes, the following is submitted:

The METRO ORLANDO ACADEMY OF HOPE, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its principal place of business at 1850 Lee Road, Ste. 309, Winter Park, FL 32789, and its registered office at 9111 Pristine Circle, Orlando, FL 32818, and names Anthony Adams as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

DATED this 10th day of April, 2002.


Anthony Adams

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