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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

FRONTLINERS, INC

Certificate of Status	1
Certified Copy	0
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**ARTICLES OF INCORPORATION
OF**

Frontliners, Inc.

(A Not-For-Profit Corporation)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes these Article of Incorporation for the purpose of becoming incorporated under Chapter 617, Revised Florida Statutes, as a corporation not-for-profit and certifies as follows:

ARTICLE I

NAME

The name of the Corporation shall be FRONTLINERS, INC. (hereinafter referred to as the "Corporation"). Its principal office shall be at 1500A Elizabeth Avenue, West Palm Beach, Florida 33401, or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II

DURATION

The period of duration of the Corporation is perpetual.

THIS INSTRUMENT WAS PREPARED BY AND
SHOULD BE RECORDED AND RETURNED TO:
JAMES A. MORTON, JR.
250 Australian Avenue South
Suite 1601
West Palm Beach, FL 33401
(561) 659-5522

ARTICLE III

PURPOSE AND POWERS

The purpose of the Corporation is (i) to provide a support to community based churches and missionaries in Palm Beach County; (ii) to plan, implement and evaluate social and economic projects to further the goals of the Corporation; (iii) to establish, receive and manage funds to support the purposes of the Corporation; and (iv) to promote community interest, and to act an advocate of family needs. The Corporation is organized exclusively for nonprofitable purposes. The Corporation shall be permitted to perform all powers and acts allowed by the laws of the State of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide.

In addition to the purposes set forth above, also include the following:

- (1) (a) To operate exclusively for charitable, scientific, literary, religious or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law or any amendments thereof), and to perform all powers and acts allowed by the laws of the state of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide.
- (b) To own, or provide or maintain any facility, property or corporate entity to meet or satisfy the foregoing needs.
- (2) (a) To promote, establish (including the facilitating of the establishment others) and conduct such humanitarian aid and Christian compassion

activities both within and without the United States of America that will enable the relief of the poor and distressed, those experiencing domestic distress, the homeless, the unemployed, the victims of natural and man-made crisis and disasters, those displaced by war, civil disruption, religious and other persecutions.

- (b) To own, or provide or maintain any facility, property to corporate entity to meet or satisfy the foregoing needs.
- (3) To receive donations of property of all kinds and moneys, legacies, devises, gifts, and donations of property (real, personal or mixed) for benevolent, charitable, humanitarian, scientific, religious, philanthropic, literary and educational purposes as mentioned in these Articles.
- (4) To collect, solicit, and accept funds, gifts and otherwise subscriptions; to hold in trust, use, mortgage, lease, sell or otherwise dispose of property, real or chattel, in keeping with the recited purposes of this Corporation, and it shall have and exercise all powers that are necessary or convenient to effect any and all of the purposes for which the Corporation is organized.
- (5) To make donations of moneys, properties (both real, personal and mixed), to any religious, charitable, literary, benevolent, humanitarian, or educational, for any and all of the herein described purposes.
- (6) To purchase, own, acquire, or sell and dispose of membership shares, certificates of indebtedness, bonds, debentures, and stocks of any other

corporation, person or association of persons, for all and any of the herein described purposes.

- (7) (a) To support, assist, financially or otherwise, other charitable , humanitarian aid and disaster relief enterprises, NGO's Non Governmental Organizations), Christian faith-based initiatives, organizations, bodies, groups, trusts, whether incorporated or not, whose objectives are similar to those of this corporation and or whose existence could be deemed by the Directors to be a help and benefit to the corporation in achieving its objectives either individually or through cooperative activities both within and without the United States of America.
- (b) To carry on any other objective which is capable of being conveniently carried on in conjunction with the foregoing objects which directly or indirectly advances the objectives of the corporation or any of them.
- (c) To make provision for, and support such humanitarian and charitable, purposes as the Board of Directors in their absolute discretion shall from time to time think fit within the stated objectives and purposes.
- (d) To own, or provide or maintain any facility, property or corporate entity to meet or satisfy the foregoing needs.

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- (13) The several clauses contained in this general statement of objects of this corporation shall be construed as both purposes and powers and shall in no way limit or restrict the terms of any other clause.

ARTICLE IV

PROHIBITION AGAINST DISTRUBITION OF INCOME

The corporation is one which does not permit pecuniary gain or profit. No part of the net earning of the corporation shall inure to the benefit, or be distributable to its members, trustees, officers, directors 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 its purposes.

No substantial part of the activities of the corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of printed statements) any political campaign on behalf of 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future federal tax code.

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This corporation shall not in any way violate any applicable state or federal law, statute or regulation regarding discrimination based on race, color, ethnic origin, sex or religion.

ARTICLE V

CAPITAL STOCK

The Corporation shall have no capital stock and shall be composed of member rather than shareholders.

ARTICLE VI

MEMBERSHIP, QUALIFICATIONS AND ADMISSION

The qualification of members, the manner of their admission and voting of members shall be as follows:

A. Qualification. Any person (both natural and business entities) shall be eligible for membership who has demonstrated interest in the purposes of the Corporation and who has satisfied such other membership requirements that are set, from time to time, by the Board of Directors.

B. Admission of Members. Admission of members shall be by the Board of Directors or persons authorized to admit members in the manner established by the Board of Directors, from time to time, and which may be established by the Board of Directors pursuant to the Bylaws. If a proposed member shall retrieve at least a majority vote of the Board members present and voting, he/she shall be entitled to membership in this Corporation.

C. Number. There shall be not limit on the number of members of the Corporation.

ARTICLE VII

VOTING RIGHTS

Members of the Corporation will have such voting rights as provided in the Bylaws of the Corporation.

ARTICLE VIII

LIABILITY FOR DEBTS

Neither the members nor the officers or directors of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XI

BOARD OF DIRECTORS

This corporation shall have three (3) or more directors, the number and manner of election shall be set forth in the Bylaws of the Corporation.

ARTICLE X

INCORPORATOR

The name and address of the subscriber and incorporate is as follows:

James A. Morton, Jr.
250 Australian Avenue South
Suite 1601
West Palm Beach, FL 33401

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-for-Profit Corporation Act, as the same may be amended and supplemented, from and against any and all judgments, claims, expenses and liabilities incurred in a civil or criminal proceeding or other matters referred to in, or covered by, said provisions, including, but not limited to, advancement of expenses prior to the final disposition of proceedings and amounts paid in settlement of proceedings, and the Indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as a person who has ceased to be director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person, and an adjudication of liability shall not affect the right to indemnification of those indemnified.

ARTICLE XII

DISSOLUTION

In the event of the dissolution or final liquidation of the Corporation, the property and assets of the Corporation remaining after payment of its debts shall be distributed, as permitted by a court having competent jurisdiction, to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of

the Internal Revenue Code, or to the Federal, State or Local government for exclusively public purpose.

ARTICLE XIII

BYLAWS

The Bylaws of this Corporation shall be made, altered, amended or rescinded at any regular or special meeting of the Board of Directors of this Corporation by the affirmative vote of two-thirds of the Directors present at any such meeting.

ARTICLE XIV

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors of this Corporation by the affirmative vote of two-thirds (2/3) or the Directors present at any such meeting provided that such proposed amendment shall have mailed to each Director at least twenty (20) days prior to the meeting.

ARTICLE XV

INITIAL REGISTERED OFFICE AND AGENT

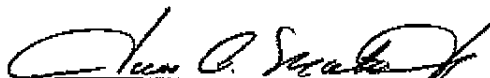
The registered office for the Corporation and the registered agent for the Corporation at that address are the following:

James A. Morton, Jr.
Cameron, Davis & Gonzalez, P.A.
250 Australian Avenue South
Suite 1601
West Palm Beach, FL 33401

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged
and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this
7 day of August, 2002.


JAMES A. MORTON, JR., Director

ACCEPTANCE BY REGISTERED AGENT
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR FRONTLINERS,
INC., AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH THE PROVICIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


James A. Morton, Jr.

DATE: 8/9/02