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GARY, WILLIAMS, PARENTI, FINNEY, LEWIS, McMANUS, WATSON & SPERANDO

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POST OFFICE BOX 3390
FT. PIERCE, FLORIDA 34948-3390
(772) 464-2352
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PLEASE REPLY TO:

STUART
October 8, 2002

PARTNERS

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*Robert V. Parenti
*Linnes Finney, Jr.
Michael A. Lewis
****F. Shields McManus
Donald N. Watson
**Maria R. Sperando
Paul P. McMahon
**Gloretta H. Hall
Madison B. McClellan
****Tricia P. Hoffler
Sekou M. Gary

ASSOCIATES

**Paul D. Mark Lucas
Jean A. Laws
****Linda L. Weksnar
Thomas E. Weksnar, LL.M.
****Maryann Diaz
Victor G. Swift
*Phyllis M. Gillespie
Ginger Jenkins
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Jason L. Williams
Irene Levette Dixon
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****David S. O'Quinn
*Marka B. Fleming
Brian C. Duran

OF COUNSEL - not licensed in Florida

****Daniel B. Snellings
***Chad C. Hastings

GENERAL COUNSEL

***Chan Bryant Abney

*Board Certified
Civil Trial Lawyer

Also Admitted

**DC Bar
***MD Bar
*MI Bar
**NY Bar
***NJ Bar
*TN Bar
**CT Bar
***MA Bar
*PA Bar
**VA Bar
***GA Bar
****TX Bar
*NC Bar
**MO Bar
***MS Bar
*LA Bar

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

600008303016--7
-10/10/02--01029--009
*****78.75 *****78.75

RE: Friends of the Poor, Inc.

Dear Sir or Madam:

Enclosed you will find original and copy of Articles of Incorporation for the nonprofit corporation, FRIENDS OF THE POOR, INC.

Please file the original and return the stamped copy to me in the self-addressed envelope provided.

Your filing fee of \$78.75 is enclosed.

Sincerely,

**GARY, WILLIAMS, PARENTI, FINNEY,
LEWIS, McMANUS, WATSON & SPERANDO**

F. Shields McManus
F. SHIELDS McMANUS

FSM/bf
Enclosures

FILED
02 OCT 10 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.01201 of the Florida Statutes, the undersigned incorporator adopts the following ARTICLES OF INCORPORATION of FRIENDS OF THE POOR, INC.:

**ARTICLES OF INCORPORATION OF
FRIENDS OF THE POOR, INC.**

ARTICLE I - ORGANIZATION

FILED
02 OCT 10 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is organized as a nonprofit corporation under the Florida Not For Profit Corporation Act (Florida Statutes Chapter 617) and as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II - NAME

The name of the corporation is FRIENDS OF THE POOR, INC.

ARTICLE III - DURATION

The corporation shall have perpetual duration and succession in its corporate name.

ARTICLE IV - MEMBERSHIP

The corporation shall have no members.

ARTICLE V - PURPOSES

The purposes for which the corporation is organized are as follows:

- A. To raise and distribute funding and other aid to those providing health care to the poor and sick of the world, consistent with the command of Christ, the Light of the World, to do for the least of my brethren.

- B. To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these articles of incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and
- C. To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Florida Not For Profit Corporation Act (Florida Statutes, Chapter 617).

ARTICLE VI - GENERAL POWERS

Except as hereinafter provided, the corporation shall have all powers necessary or convenient to carry out its purposes, including the powers now or hereafter enumerated in the Florida Not For Profit Corporation Act (Florida Statutes, Chapter 617).

ARTICLE VII - LIMITATIONS ON POWERS

The powers and activities of the corporation shall be limited as follows:

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any of 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 the purposes set forth in these articles of incorporation. 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 any political campaign on behalf of or in opposition to any candidate for public office.

- B. Anything contained in these articles of incorporation to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or (3) a corporation organized and existing under the Florida Not for Profit Corporation Act (Florida Statutes, Chapter 617).

ARTICLE VIII - DISSOLUTION/LIQUIDATION

In the event of the dissolution and liquidation of this corporation, to the extent allowed or permitted under applicable laws, the property and assets of the corporation shall be, as determined by the Board of Directors, distributed to or sold and the proceeds of such sales distributed to any other organization(s) organized and operating for the same purposes for which the corporation is organized and operating or any organization(s), foundation(s), fund(s), or corporation(s) organized and operating exclusively for religious, charitable, scientific, educational, or other purposes permitted by Section 501(c)(3) of the Internal Revenue Code, as amended, all of which such organizations, foundations, funds, or corporations shall be exempt under Section 501(c)(3) of the Internal Revenue code, as amended. In the event that any assets are not disposed of in accordance with the provisions of these articles of incorporation or that the corporation shall fail to act within a reasonable time in the manner provided in these articles of incorporation, a proper Court of Martin County shall, upon application of one or more persons having a real interest in the corporation or its assets, make such distribution(s) as provided in these articles of incorporation.

ARTICLE X - DIRECTORS

The number of directors of the corporation and the method of their election shall be as provided in the bylaws. The number of directors constituting the initial Board of Directors shall be three (3) and the names and addresses of the persons who shall serve as directors until their successors shall be elected and qualified are as follows:

NAME

ADDRESS

Hue Walks

1232 Sea Hawk Way
Palm City, FL 34990

Ronald Walks

1232 Sea Hawk Way
Palm City, FL 34990

Diana Burg

2294 Whitemarsh Way
Palm City, FL 34990

ARTICLE X - REGISTERED OFFICE AND ADDRESS

The street address of the corporation's initial registered office is 1232 Sea Hawk Way, Palm City, FL 34990, and the name of its initial registered agent at that office is Ronald Walks. The mailing address of the corporation is 1232 Sea Hawk Way, Palm City, FL 34990.

ARTICLE XI - INCORPORATOR

The name and address of the incorporator is: F. Shields McManus, 221 E., Osceola Street, Stuart, FL 34994.

ARTICLE XII - IMMUNITY FROM CIVIL LIABILITY

Directors and officers of the corporation shall not personally be liable to the corporation for monetary damages for breach of any duties to the corporation, except to the extent that such liability arises: (1) for any breach of the director's or officer's duty of loyalty to the corporation; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) for any transaction from which a director or officer derived an improper personal economic benefit; or (4) under Section 617.0834 of the Florida Not For Profit Corporation Act (Florida Statutes, Chapter 617).

ARTICLE XIII - INDEMNIFICATION

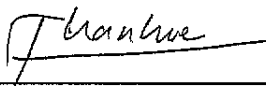
The corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee or agent to the full extent permitted by law.

Signed and dated this 1st day of October, 2002.

INCORPORATOR

DIRECTORS


F. SHIELDS McMANUS


HUE WALKS

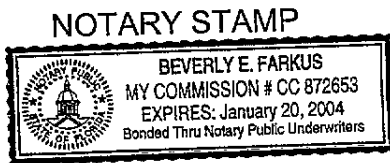
Ronald Walks
RONALD WALKS

Diana Burg
DIANA BURG

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME personally appeared F. SHIELDS McMANUS, who is personally known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing instrument, and he acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 1st day of October,
2002.

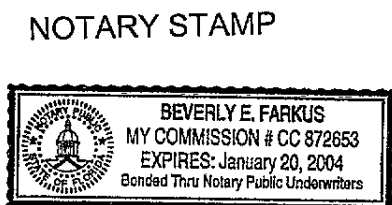


Beverly E. Farkus
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Beverly E. Farkus
Printed Name of Notary

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME personally appeared HUE WALKS, who is personally known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing instrument, and she acknowledged before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 1st day of October,
2002.

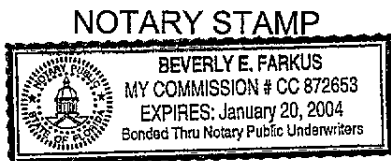


Beverly E. Farkus
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Beverly E. Farkus
Printed Name of Notary

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME personally appeared RONALD WALKS, who is personally known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing instrument, and he acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 1st day of October,
2002.

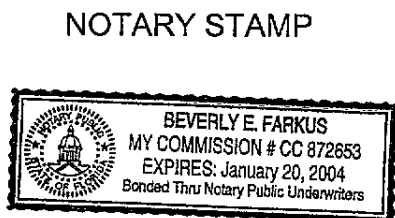


Beverly E. Farkus
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Beverly E. Farkus
Printed Name of Notary

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME personally appeared DIANA BURG, who is personally known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing instrument, and she acknowledged before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 1st day of October,
2002.



Beverly E. Farkus
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Beverly E. Farkus
Printed Name of Notary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In accordance with the provisions of Chapter 48.091, Florida Statutes, FRIENDS OF THE POOR, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the County of Martin, State of Florida, has named RONALD WALKS, whose address is 1232 Sea Hawk Way, Palm City, FL 34990, as its agent to accept service of process within this state.

DATED: Oct. 1, 2002

F. Shields McManus
F. SHIELDS McMANUS, INCORPORATOR

ACKNOWLEDGMENT

Having been named as the registered agent for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED: 1 Oct 2002

Ronald Walks
RONALD WALKS, REGISTERED AGENT

FILED
02 OCT 10 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA