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\_\_\_\_\_  
Lesa Lorraine Pearson

7641 Dalehurst Drive South, Jacksonville, FL 32277

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

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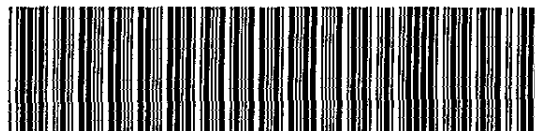
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Articles of Incorporation  
of  
**Lacemarr, Inc.**  
A Florida Not-For-Profit Corporation

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TALLAHASSEE, FLORIDA

**1. Name.**

The name of the Corporation is Lacemarr, Inc..

**2. Principal Office and Registered Agent.**

Its principal office and registered office is the same, and in the State of Florida is 7641 Dalehurst Drive South, in the City of Jacksonville, County of Duval. The name of its registered agent at such address is Lesa Lorraine Pearson, who understands and accepts the duties and responsibilities of Registered Agent.

**3. Purposes.**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida. The business or purposes to be conducted or promoted is to provide community services together with spiritual enrichment and support and general assistance to economically disadvantaged groups who are unable to independently obtain basic human services, and to engage in any lawful act or activities that are charitable, scientific, literary, and educational 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, and pursuant to the Florida non profit code.

Notwithstanding any other provision of these Articles, this organization shall not have a membership and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

The organization will insure that Section 1.501(c)(3)-1(d)(1)(ii) of the Income Tax Regulations which states that an organization must serve public interest to qualify for tax exempt status will be complied with in all interests and activities.

No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal Government, or to a state or local government for a public purpose.

**4. Incorporator.**

The name and mailing address of the incorporator is: Lesa Lorraine Pearson, 7641 Dalehurst Drive South, Jacksonville, FL 32277.

**5. Existence.**

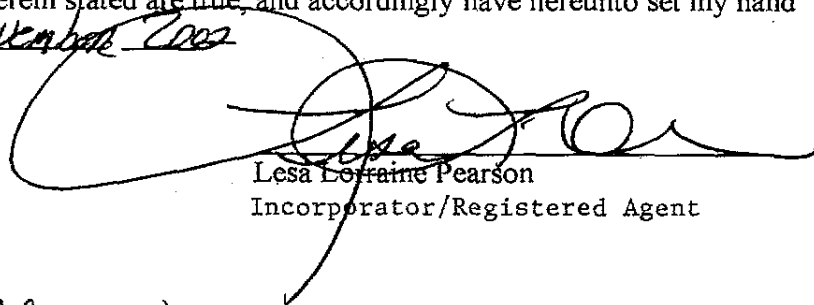
The Corporation is to have perpetual existence.

**6. Management.**

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, and the directors.

(a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors. (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the policy making powers of the Corporation, including (but without limiting the generality hereto) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, except as otherwise provided by statute or by the Bylaws. (c) The Board of Directors shall be appointed and elected in a manner as shall be provided in the Bylaws. An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws. (d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by any bylaws adopted by them from time to time. (e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus to be set apart out of any of the funds of the Corporation available for working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created. (f) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 12 day of November 2002

  
Lesa Lorraine Pearson  
Incorporator/Registered Agent

State of FLORIDA )  
County of DUVAL ) ss

BE IT REMEMBERED that on this 12th NOV personally came before me, a Notary Public for the State of FLORIDA, Lesa Lorraine Pearson, to me personally known to be the same person who executed the foregoing Articles of Incorporation, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

  
Notary Public

My commission expires:

04-04-2004



Clarence J. Williams  
MY COMMISSION # CC917263 EXPIRES  
April 4, 2004  
BONDED THRU TROY FAIN INSURANCE IN

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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