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Division of Corporations

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Florida Department of State
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FLORIDA NON-PROFIT CORPORATION

Two Freedom's Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
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**ARTICLES OF INCORPORATION
OF
TWO FREEDOM'S FOUNDATION, INC.
(Non-Profit Corporation)**

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is TWO FREEDOM'S FOUNDATION, INC.

**ARTICLE II
CORPORATE ADDRESS**

The principal place of business and office of this Corporation will be 2701 Scenic Highway 98, #5, Destin, Florida 32541. This is also the mailing address of the corporation.

**ARTICLE III
PURPOSES FOR WHICH CORPORATION IS ORGANIZED**

This is a non-profit corporation, organized solely for educational and charitable activities pursuant to the Florida corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes.

The specific and primary purpose for which this corporation are formed:

Obtaining donations of computer equipment for the children of the Ukraine.

**ARTICLE IV
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE V.
MANAGEMENT OF CORPORATE AFFAIRS**

The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of directors shall be determined by the Bylaws duly adopted.

The persons named herein as the initial Board of Directors have been approved and shall hold office until their successors are elected as provided in the bylaws. The manner of election of the Directors is set forth in the Bylaws of the Corporation.

The initial directors are to manage the affairs of this Corporation until the first meeting of the Board of Directors of the Corporation. The names and addresses of initial Directors are as follows.

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William E. Andrews

P.O. Box 1838, Destin, Florida 32541

Herb Bobo

2032 Pine Island Circle, Destin, Florida 32550

Robert Browning

c/o Village Baptist Church, P.O. Box 968, Destin,
Florida 32541

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually and collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VI EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable 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 Article III hereof.

B. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. 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 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE VII DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall after paying or making

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provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for education purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the correspondence 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 a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII MEMBERSHIP

This Corporation shall not have members.

ARTICLE IX INCORPORATOR

The name and address of the Incorporator of this Corporation is as follows:

John W. Hawkins, Esq., 607 Highway 98 East, Destin, Florida 32541.

ARTICLE X AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not-For-Profit Law of the State of Florida, Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

ARTICLE XI DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to educational and school related activities, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or any other private individual.

ARTICLE XII REGISTERED AGENT AND ADDRESS

The address of the Corporation's registered officer shall be 607 Highway 98 East, Destin, Florida 32541, and the name of its registered agent at said address shall be John W. Hawkins.

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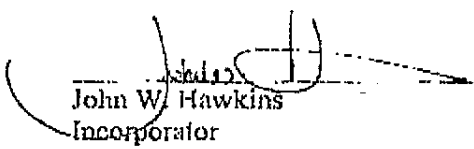
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**ARTICLE XIII
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be adopted by a resolution of the Board of Directors in the manner set forth in the Bylaws of this Corporation.

The undersigned, being the Incorporator of this Corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 2~~nd~~ day of January, 2003. —


John W. Hawkins
Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Two Freedom's Foundation, Inc.

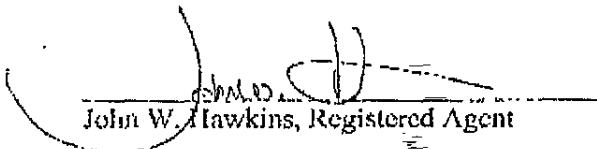
2. The name and address of the registered agent and office is:

John W. Hawkins, Esq.
Matthews & Hawkins, P.A.
607 Highway 98 East
Destin, Florida 32541

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 26th day of January, 2003.


John W. Hawkins, Registered Agent

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