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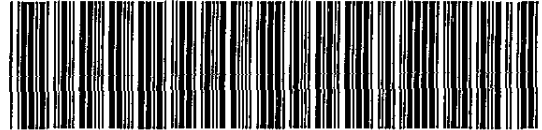
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**** FL Bar Board Certified
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May 6, 2003

REPLY TO: North Port

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

Re: Our Place Recreation & Training Center, Inc.

Dear Sir/Madam:

Enclosed please find the original and executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office, and our firm's check in the amount of \$78.75 for the filing fee.

I would appreciate your returning to this office the Certificate of Incorporation, certified copy of Articles and receipt as soon as possible.

If you have any questions, please feel free to contact me. Thank you for your assistance in this matter.

Very truly yours,

WILKINS, FROHLICH, JONES,
HEVIA, RUSSELL & SUTTER, P.A.

W. Kevin Russell

WKR:nle
Enclosures

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ARTICLES OF INCORPORATION

OF

OUR PLACE RECREATION & TRAINING CENTER, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated as a corporation not for profit under the laws of the State of Florida, and we do hereby subscribe to and adopt the following as our articles of incorporation:

ARTICLE 1. - NAME

The name of this corporation is OUR PLACE RECREATION & TRAINING CENTER, INC. and their principal address is 20972 Cornell Avenue, Port Charlotte, Florida.

ARTICLE 2. - PURPOSES

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 3. - LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 elsewhere herein. 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. 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, or corresponding section 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, or corresponding section of any future federal tax code.

ARTICLE 4. - DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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. Any such assets not so disposed of shall be disposed of by the Circuit Court of the 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 5. - QUALIFICATION OF MEMBERS

The membership of this corporation shall consist of those persons hereinafter named as subscribers and such other persons as, from time to time, shall become members in the manner provided by the Bylaws.

ARTICLE 6. - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE 7. - SUBSCRIBERS

The names and residences of the subscribers to these articles are:

<u>NAME</u>	<u>ADDRESS</u>
Tinna Reid	20972 Cornell Avenue Port Charlotte, FL 33952
Amery Reid	20972 Cornell Avenue Port Charlotte, FL 33952
Conrad Buchanan	1227 Mohawk Drive Port Charlotte, FL 33952

ARTICLE 8. - OFFICERS

Section 1. The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer, and such other officers as may be provided in the Bylaws.

Section 2. No person may hold more than one office except that the Bylaws may provide that the offices of secretary and treasurer shall be combined.

ARTICLE 9. - BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three directors initially. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than three.

Section 2. The Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected at the annual meeting of the membership and shall hold office in accordance with provisions of the Bylaws.

Section 4. The names and addresses of the persons who are to serve as directors until the first election thereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>
TINNA REID	20972 Cornell Avenue Port Charlotte, FL 33952
AMERY REID	20972 Cornell Avenue Port Charlotte, FL 33952
CONRAD BUCHANAN	1227 Mohawk Drive Port Charlotte, FL 33952

ARTICLE 10. - BYLAWS

Bylaws of this corporation shall be made and may be altered or rescinded by majority vote of those members present at any regular meeting or at any special meeting called for that purpose. Notice of any special meeting shall be given as provided in the Bylaws.

ARTICLE 11. - AMENDMENTS

Section 1. These Articles of Incorporation may be amended at any annual meeting of the membership or at any special meeting of the membership called for that purpose, by a two-thirds vote of those present.

Section 2. Amendments may also be made by the Board of Directors at any meeting of the Board, provided at least ten days' notice of such proposed amendment or amendments be given to all members of the corporation by regular U. S. Mail.

ARTICLE 12. - PRINCIPAL OFFICE

The location of the principal office of this corporation shall be 20972 Cornell Avenue, Port Charlotte, Florida, but may, from time to time, be changed to any other location in the State of Florida. Meetings of the Board of Directors and meetings of the membership may be held at any place within or outside the State of Florida, provided notice shall be given as provided by the Bylaws.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed her name and affixed her seal for the purpose of forming this corporation not for profit under the laws of the State of Florida, this 5 day of May, 2003.

Witnesses:

JANET L. DURZEN
JANET L. DURZEN

Tinna Reid
Tinna Reid

Raemona J. Carter
Raemona J. Carter

STATE OF FLORIDA:
COUNTY OF CHARLOTTE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared TINNA REID, to me known to be the person described as incorporator or who produced

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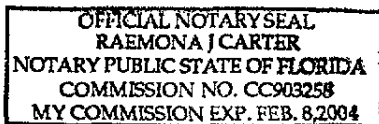
as identification, and who executed the foregoing Articles of Incorporation, and she acknowledged that she executed the same for the purposes therein stated, and she did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 5 day of May, 2003.

NOTARY PUBLIC:

Raemona J. Carter
Sign
Raemona J. Carter
Print Name

(Seal)



My commission expires:

WILKINS, FROHLICH,
JONES, HEVIA,
RUSSELL & SUTTER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
PORT CHARLOTTE, FLORIDA

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TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING A REGISTERED AGENT AND
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

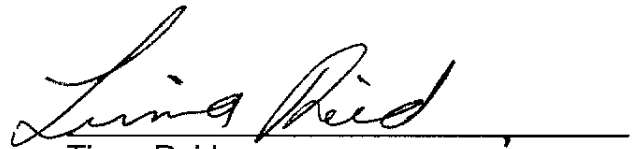
In compliance with Section 48.091, Florida Statutes, the following is submitted:

OUR PLACE RECREATION & TRAINING CENTER, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 20972 Cornell Avenue, Port Charlotte, County of Charlotte, State of Florida, has designated TINNA REID, whose street address is 20972 Cornell Avenue, Port Charlotte, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

OUR PLACE RECREATION & TRAINING CENTER, INC.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.


Tinna Reid