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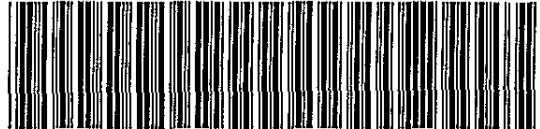
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## Transmittal Letter

March 23, 2003

Hands of Clay, Inc.  
10557 Sailaway Lane  
Orlando, FL 32825

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

Please find enclosed Articles of Incorporation for **Hands of Clay, Inc.**, a corporation not for profit. A preliminary search for name availability done on **April 28, 2003**, revealed that the corporate name is **Not** presently in use.

Also enclosed is a money order in the amount of **\$87.50** to pay the cost of filing and Certified Copy and Certificate.

Should any further information be required you may telephone at (407 381-2452). Thank you in advance for your expeditious handling of this matter.

Respectfully submitted.

**Jolin Chin**

**10557 Sailaway Lane**

**Orlando, FL 32825**

**407 381-2452**

**ARTICLES OF INCORPORATION**

**OF**

**HANDS OF CLAY, INC.**

**A FLORIDA NON-PROFIT CORPORATION**

**KNOW ALL MEN BY THESE PRESENTS:**

We, the undersigned, hereby associate together the purpose of becoming a Corporation Not For Profit and organized solely for general charitable purpose pursuant to the "Florida Corporation Not For Profit Act" set forth in Part 1 of Chapter 617 of the Florida Statutes, providing for the formation, liabilities, rights, and privileges, benefits, obligations, and immunities conferred and imposed on corporation and for the transaction of business with and under the following charter.

**ARTICLE I.**

**NAME**

The name of the corporation is **HANDS OF CLAY, INC.**

**ARTICLE II.**

**TERM OF EXISTENCE**

This corporation shall exist perpetually unless terminated in a manner prescribed by the laws of the State of Florida. Corporate existence shall commence at the time of the filing of the Articles of Incorporation by the Department of State.

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### **ARTICLE III.**

#### **PURPOSE**

The purpose of this organization is as follows:

To raise, receive and maintain a fund or funds of real property or personal property, or both, and to distribute and administer the fund or funds, including any income or interest generated therefrom, exclusively for charitable, educational, and scientific purposes so that the lives of low and moderate-income citizens, especially the disenfranchised, may be positively impacted.

### **ARTICLE IV.**

#### **GENERAL PURPOSES**

The general purpose for which this corporation is formed is to operate exclusively for Charitable purposes as will qualify it as an exempt organization under section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Laws, including for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise participate nor intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these articles, this organization, shall not carry on any other 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 1954 or the corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution, the residual assets of the organization shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) (3) and 170(c) (2) of any prior or future Internal Revenue Code, or to the Federal, State, or Local Government for exclusive public purposes.

This corporation shall have and exercise all rights and powers conferred upon corporations not for profit under the laws of State of Florida, provided, however, that this corporation is not empowered to engage in any activity that in itself, is not in furtherance of the purposes as set forth above.

#### **ARTICLE V.**

#### **MEMBERSHIP**

A.) MEMBERSHIP. The authorized number, qualification, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination of transfer of membership shall be as set forth in the by-laws of this corporation for profit

B.) Rights and Liabilities of Members. The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments. No stock shall be issued.

C.) This shall be a non—stock corporation.

**ARTICLE VI**  
**REGISTERED OFFICE AND AGENT**

- A.) The County in the State of Florida where the principal office of the transaction of business of this corporation is to be located is the County of Orange.
- B.) The principle office of the corporation shall be 10557 Sailaway Lane Orlando, FL 32825.
- C.) The name and address of this corporation's resident agent is 10557 Sailaway Lane Orlando, FL 32825.

**ARTICLE VII**  
**MANAGEMENT OF CORPORATE AFFAIRS**

- A.) The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have two (2) directors initially. The number of directors may be increased from time to time as provided for in the by-laws, but shall never be less than two (2).
- B.) The Board of Directors shall be members of the corporation The number of directors herein provided for may be changed by by-law duly adopted by the members entitled to vote. The Directors shall be annually elected by a majority vote of the membership.
- C.) The members of the board of Directors shall be elected and hold office in accordance with the by-laws of the corporation.

## **ARTICLE VIII**

### **INITIAL MEMBERS OF BOARD OF DIRECTORS ACTING AS TRUSTEES**

The names and addresses of the initial Board of Directors who shall act as trustees of this corporation and who shall hold office until their successors are elected or appointed and have otherwise qualified in accordance with the by-laws of this corporation are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
JOLIN CHIN	10557 SAILAWAY LANE ORLANDO, FL. 32825
WINSTON CHIN	10557 SAILAWAY LANE ORLANDO, FL. 32825
NKECHI FEARON	10557 SAILAWAY LANE ORLANDO, FL. 32825

## **ARTICLE IX**

1. The officers of the corporation shall be a president, such number(s) of vice presidents as may be deemed necessary and appropriate by the Board of Directors, a secretary, treasurer, and such other officers as may be provided in the by-laws of the corporation not for profit.
2. The names of the persons who are to serves as offices:

<b><u>OFFICE</u></b>	<b><u>NAME</u></b>
PRESIDENT	JOLIN CHIN
VICE PRESIDENT OPERATIONS	WINSTON CHIN
VICE PRESIDENT FINANCES	NKECHI FEARON

3. The officers shall be elected at the annual meeting of the Board of Directors or as provided for in the by-laws of the corporation.

**ARTICLE X**

**AMENDMENT OF ARTICLES**

Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of members of the corporation.

**ARTICLE XI**

**BYLAWS**

Subject to the limitations contained in the by-laws, and any limitations set forth in the Corporation Not For Profit Law of Florida, concerning corporate action that must be authorized or approved by members of the corporation, by—laws of this corporation may be made, altered, rescinded, added to, or new By-laws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefore in the By-Laws.

**ARTICLE XII**

**INCORPORATORS**

The names and addresses of each incorporator is as follows:

**NAME**  
JOLIN CHIN

**ADDRESS**  
10557 SAILAWAY LANE  
Orlando, Fl. 32825

**STATE OF FLORIDA  
COUNTY OF ORANGE**

**BEFORE ME**, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared JOLIN CHIN, WINSTON CHIN, NKECHI FEARON, to me, and known to be all of the persons described as subscribes in and who executed the foregoing articles of incorporation, and that they acknowledged before me that they executed and subscribed to these articles of incorporation.

**Witness** my hand and official seal in the County and State named above this 18<sup>th</sup> day of June, 2003.

Joyce I Shakes  
NOTARY PUBLIC STATE OF FLORIDA AT LARGE

My commission expires: July 9, 2005

SEAL



Joyce I Shakes  
My Commission DD038544  
Expires July 09, 2005


*All parties I.D.  
FL. State Driver License*

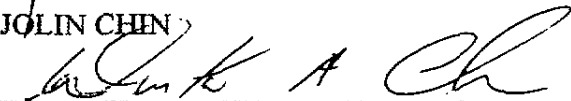
**ARTICLE XIII**

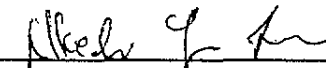
**INITIAL MEMBERS**

The initial members of this organization are the directors name in Article VIII above.

IN WITNESS WHEREOF, we, the undersigned, being the incorporators of this corporation, and including all the people named as the incorporators of the corporation, for the purpose of forming this non-profit charitable corporation under the laws of Florida, have executed these Articles of Incorporation on this 18<sup>th</sup> day of June, 2003.

  
\_\_\_\_\_  
JOLIN CHIN

  
\_\_\_\_\_  
WINSTON CHIN

  
\_\_\_\_\_  
NKECHI FEARON

\_\_\_\_\_  
INCORPORATORS

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for HANDS OF CLAY, Inc.,  
at the place designated in the Articles of Incorporation, JOLIN CHIN agrees to comply with the  
provisions of Section 48.091 relative to keeping open such office.

Date: June 18, 2003

Jolin Chin

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03 JUN 26 PM 3:19  
SECRETARY OF STATE  
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