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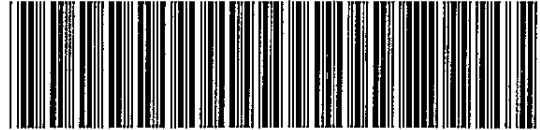
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TALLAHASSEE, FLORIDA

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[Signature]

ANTHONY M. NARDELLA, JR., P.A.  
ATTORNEYS AND COUNSELLORS AT LAW

ANTHONY M. NARDELLA, JR.

OF COUNSEL:

FREDERICK H. NELSON

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September 4, 2003

Secretary of State  
Corporate Records Bureau  
Divisions of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: OPEN DOOR HEALING & RENEWAL CENTER FOR WOMEN, INC.

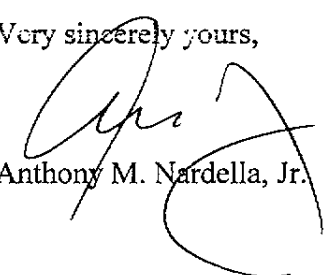
Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation for the above-referenced corporation along with our client's check no. 111 made payable to the Division of Corporations in the amount of \$70.00 in order to defray your filing fee.

Please return the file stamped copy of the Articles of Incorporation to the undersigned at your earliest convenience.

If you should have any questions, please feel free to contact the undersigned.

Very sincerely yours,

  
Anthony M. Nardella, Jr.

AMN/bjw  
Enclosures  
cc: client

ARTICLES OF INCORPORATION  
OF

OPEN DOOR HEALING & RENEWAL CENTER FOR WOMEN, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 617, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a not-for-profit corporation.

ARTICLE I

The name of the corporation ("corporation") is OPEN DOOR HEALING & RENEWAL CENTER FOR WOMEN, INC.

ARTICLE II

The existence of the corporation shall begin immediately upon filing with the Florida Department of State.

ARTICLE III

This corporation may engage in any and all lawful activities. The primary purpose of the corporation is to bring healing and health to women, freeing them from dependency issues, assisting them in rising to their full, God-given potential, and releasing them into their special gifts and callings through the Word of God and prayer. A major purpose of this corporation will involve providing housing, support, teaching, and mentoring for women who have been incarcerated while completing a program designed to bring health to the total woman, body, intellect, emotions, and spirit. This facility will become a mentoring center where women will minister to other women. The activities of this ministry may include, but not be limited to, providing housing, life training courses for family skills and job skills, training in prayer and personal devotion, basic Bible training, mentoring, and acclimation into society. The corporation shall operate exclusively for such religious, charitable and educational purposes as qualify it as a nonprofit, tax-exempt organization under federal and state law.

ARTICLE IV

The street address of the principal office of the corporation is 3511 Vestavia Way, Longwood, Florida 32779.

ARTICLE V

The initial street address of the corporation's registered office is 3511 Vestavia Way, Longwood, Florida 32779. The initial registered agent for the corporation at that address is Peggy de Alminana.

## ARTICLE VI

The initial board of directors shall consist of five (5) members. The method of election of directors shall be as stated in the bylaws. The number of directors may be either increased or diminished from time to time as provided in the bylaws provided that at no time shall the number of directors ever be less than three (3). The name and address of the persons who will serve on the initial board of directors are:

Name	Address
Peggy de Alminana	3511 Vestavia Way, Longwood, Florida 32779
Marty de Alminana	3511 Vestavia Way, Longwood, Florida 32779
Rev. Nathan Attwood	903 E. Second Plaza, Panama City, Florida 32401
Chaplain Ruth Williams	P.O. Box 720321, Orlando, Florida 32872
Rev. Wally Gilmour	917 Red Fox Road, Altamonte Springs, Florida 32714

## ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
Peggy de Alminana	3511 Vestavia Way, Longwood, Florida 32779

## ARTICLE VIII

The members of the corporation shall be the directors and such other persons admitted to membership as regulated by the bylaws.

## ARTICLE IX

Notwithstanding the provisions of Article III hereinabove, nothing herein shall be construed to permit the corporation to engage in any activity which would be inconsistent with its classification as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time. As such, the corporation shall not allow any expenditure of any part of the net earnings of the corporation to inure to the benefit of any member, director, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), nor shall any member, director, or officer of the corporation, or any private individual, be entitled to share in a distribution of the corporation's assets on dissolution of the corporation nor shall a substantial part of the activities of the corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. Provided, further, that if at any time the corporation is deemed to be a Private Foundation as defined by Section 509 of the Internal Revenue Code of 1986 as amended from time to time, then for so long as the corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

2. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

4. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE X

The corporation shall have all the powers, rights, and privileges of a corporation not for profit under Florida law.

#### ARTICLE XI

To regulate the provisions of these articles of incorporation, the board of directors of the corporation shall adopt bylaws.

#### ARTICLE XII

These articles of incorporation may be amended by the members of the corporation, providing any amendment is prepared and announced as regulated by the bylaws.

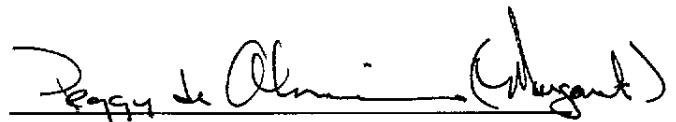
#### ARTICLE XIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

#### ARTICLE XIV

Upon the liquidation, dissolution or the winding up of the affairs of the corporation, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which are then qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 4<sup>th</sup> day of September, 2003.

  
Name: Peggy de Alminana

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for OPEN DOOR HEALING & RENEWAL CENTER FOR WOMEN, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 617.0501(3).



Name: Peggy de Alminana

Date: September 4<sup>th</sup>, 2003.

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