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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WERSHOW, SCHNEIDER AND ARROYO, P.A.

ATTORNEYS AT LAW

20.1 SOUTHEAST FIRST STREET

POST OFFICE BOX 1260

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JONATHAN F. WERSHOW
PAMELA A. SCHNEIDER
ADRIANE M. ISENBERG
MARITZA T. ARROYO
ALISON W. TALBERT

JAMES S. WERSHOW
1912-1985

September 17, 2003

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

RE: NEWBERRY DEVELOPMENT
OUTREACH SERVICE, INC.

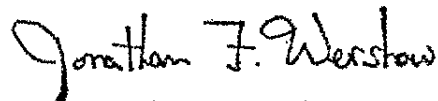
To Whom It May Concern:

Enclosed please find the following:

1. Articles of Incorporation in duplicate.
2. Designation of Registered Agent in duplicate.
3. Check in the amount of \$122.50

Please send the certified copy under seal directly to me. If you have any questions please contact me.

Sincerely,



Jonathan F. Wershow

JFW/apm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NEWBERRY DEVELOPMENT OUTREACH SERVICE, INC.

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation:

ARTICLE I

The name of the corporation shall be NEWBERRY DEVELOPMENT OUTREACH SERVICE, INC.

The principal place of business of this corporation shall be: 8710 SW 170th Street, Archer, Florida 32618.

ARTICLE II

The period of the duration of this corporation is perpetual unless dissolved according to law.

ARTICLE III

The purpose for which the corporation is organized is to provide social services to Newberry and surrounding communities, by providing a centralized service and distribution center, daytime crafts and activities for senior enrichment, tutoring labs for reading, math, science and music.

ARTICLE IV

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

ARTICLE V

The corporation is a not for profit corporation as defined by the Florida Not for Profit Corporation Act, FS Section 617.01401. As such, it is not organized for the pecuniary gain or profit of, and of the net earnings nor any part thereof is distributable to, its members, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

ARTICLE VI

Management of Corporate Affairs

(A) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of four (4). The number of directors provided for in these articles of incorporation may be changed by a bylaw adopted by the board of directors.

(B) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(C) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such a purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

ARTICLE VII

Bylaws will be adopted at the first meeting of the board of directors. The bylaws may be amended, repealed, in whole or in part, by the directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE VIII

The qualifications for members and the manner of their admission are as described in the bylaws.

ARTICLE IX

The manner in which the directors are to be elected are stated in the by laws.

ARTICLE X

The number consisting the initial Board of Directors of the corporation is four (4), and the names and addresses of the persons who are to serve initially are:

Name	Address
George L. Mells	8710 SW 170 th Street Archer, Florida 32618

Nathaniel Jones

25408 SW 17th Avenue
Newberry, Florida 32669

Carolyn Mells

8710 SW 170th Street
Archer, Florida 32618

Mary B. Jones

25408 SW 17th Avenue
Newberry, Florida 32669

ARTICLE XI

This corporation is organized under a non-stock basis.


ARTICLE XII

In the event of dissolution, the residual assets of the organization will 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 the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

ARTICLE XIII

The name and address of each incorporator is: George L. Mells, 8710 SW 170th Street, Archer, Florida 32618; Nathaniel Jones, 25408 SW 17th Avenue, Newberry, Florida 32669; Carolyn Mells, 8710 SW 170th Street, Archer, Florida 32618 and Mary B. Jones, 25408 SW 17th Avenue, Newberry, Florida 32669

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 15th day of Sept., 2003.

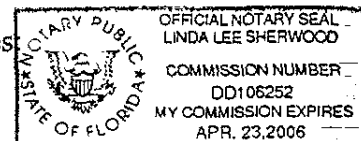

GEORGE L. MELLS

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 15th day of
September, 2003 by GEORGE L. MELLS who is personally known to me or who has
produced a driver's license as identification and who did take an oath.

FDL M420-312-43-164-D


NOTARY PUBLIC
My Commission Expires



IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 15 day of Sept., 2003.


NATHANIEL JONES

STATE OF FLORIDA
COUNTY OF ALACHUA

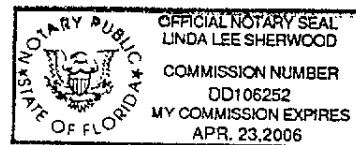
The foregoing instrument was acknowledged before me this 15th day of September, 2003 by NATHANIEL JONES who is personally known to me or who has produced a driver's license as identification and who did take an oath.

FDL # J520-620-51-247-0

Linda Lee Sherwood

NOTARY PUBLIC

My Commission Expires:



IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of September, 2003.

Carolyn Mellis

CAROLYN MELLIS

STATE OF FLORIDA
COUNTY OF ALACHUA

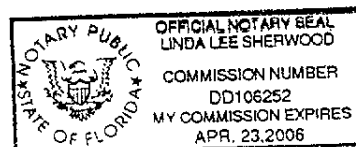
The foregoing instrument was acknowledged before me this 15th day of September, 2003 by CAROLYN MELLIS who is personally known to me or who has produced a driver's license as identification and who did take an oath.

FDL # M420-112-59-633-0

Linda Lee Sherwood

NOTARY PUBLIC

My Commission Expires:



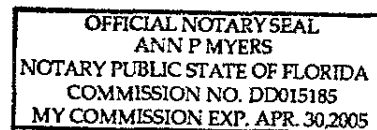
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 17th day of September, 2003.

Mary B. Jones
MARY B. JONES

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 17th day of
September, 2003 by MARY B. JONES who is personally known to me or who has
produced a driver's license as identification and who did take an oath.

Ann P Myers
NOTARY PUBLIC
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That NEWBERRY DEVELOPMENT OUTREACH SERVICE, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at 8710 SW 170th Street, Archer, Alachua County, Florida, has named GEORGE L. MELLS, located at the above address as its agent to accept service of process within this state. The principal address and registered office address are the same.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



GEORGE L. MELLS
Registered Agent

03 SEP 18 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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