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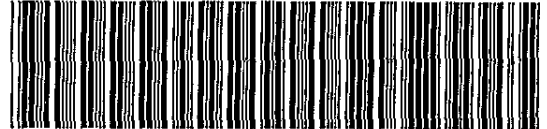
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Attorneys and Counselors at Law

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October 29, 2003

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

**RE: Articles of Incorporation of Sisters Helping
Sisters Outreach Ministry, Inc.**

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation of Sisters Helping Sisters Outreach Ministry, Inc.

Also, enclosed is our check in the amount of \$70.00 to cover the filing fees. Please return the extra copy of the Articles for the incorporation to my office after it has been filed.

Thank you for your cooperation.

Yours truly,

BIVENS, JONES & ASSOCIATES


Burney Bivens, Esquire

BB\tam

Enclosures

ARTICLES OF INCORPORATION
OF
SISTERS HELPING SISTERS OUTREACH MINISTRY, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a non-profit corporation under the Not for Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is SISTERS HELPING SISTERS OUTREACH MINISTRY, INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized to provide religious and spiritual related services and activities for those in need and for any other purposes or activities that are lawful in the State of Florida and the United States of America for non-profit corporations.

ARTICLE IV - MEMBERSHIP

The qualifications for membership and the manner of admission shall be as set forth in the by-laws.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of the corporation shall be 2948 Justina Road, Jacksonville, Florida 32277. The name of the initial registered agent is Sonya Carpenter, and the address of the initial registered agent is 2948 Justina Road, Jacksonville, Florida 32277.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of two (2) members who need not be residents of the State of Florida.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the persons who shall serve as Directors until the first annual meeting of the members or until their successors shall have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sonya Carpenter	2948 Justina Road Jacksonville, Florida 32277
Rochell Freeman	2948 Justina Road Jacksonville, Florida 32277

The manner of election shall be as specified in the by-laws.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rochell Freeman	2948 Justina Road Jacksonville, Florida 32277

ARTICLE IX - BY-LAWS

The by-laws of the corporation shall set forth in detail the qualifications for membership and voting rights.

ARTICLE X - DUTIES AND POWERS

Sisters Helping Sisters Outreach Ministry, Inc., shall be a non-profit corporation and shall have all the duties and powers of non-profit organizations, and no member, officer or director shall be authorized to do anything inconsistent with a non-profit corporation. 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 in Article III. No substantial part of any 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 publication or distribution of statements) any political campaign on behalf of or in opposition to 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE XI - STOCK

The corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act and shall not have the power to issue shares of any type or class of stock but may issue membership certificates if so provided in the by-

ARTICLE X - DUTIES AND POWERS

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laws.

ARTICLE XII - DISSOLUTION OF CORPORATION

Upon dissolution of the corporation, the assets of the corporation remaining after payment of all debts and liabilities of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the 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 distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization and organizations that the court shall deem which are organized and operated exclusively for such purposes.


IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Orange Park, Clay County, Florida, on this 29th day of October, 2003.


Rochell Freeman

STATE OF FLORIDA)
COUNTY OF CLAY)

BEFORE ME, the undersigned authority, personally appeared Rochell Freeman, the person described in and who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me that she has made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orange Park, Clay County, Florida, on this 29th day of October, 2003.

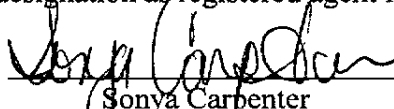

Notary Public - State of Florida
My Commission Expires:



Burney Bivens
MY COMMISSION # DD207327 EXPIRES
July 4, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

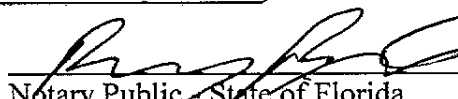
The undersigned hereby accepts her designation as registered agent for SISTERS
HELPING SISTERS MINISTRY, INC.


Sonya Carpenter

STATE OF FLORIDA)
COUNTY OF CLAY)

BEFORE ME, the undersigned authority, personally appeared Sonya Carpenter, the
person described in and who subscribed the Acceptance of Registered Agent, and she did freely
and voluntarily acknowledge before me that she made and subscribed the same for the uses and
purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orange Park,
Clay County, Florida on this 29th day of October, 2003.


Notary Public, State of Florida
My Commission Expires:



Burney Bivens
MY COMMISSION # DD207327 EXPIRES
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