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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Helen C Washington

Signature _____

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_____ LTD Partnership File _____

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_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

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ARTICLES OF INCORPORATION

OF

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HELEN C. WASHINGTON EDUCATIONAL FOUNDATION, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I.
Name.

The name of the Corporation shall be: HELEN C. WASHINGTON EDUCATIONAL FOUNDATION, INC.

Article II.
Principal Office.

The principal place of business is 100 South Orange Avenue, Arcadia, Florida 34266, and the mailing address of this corporation shall be P. O. Box 2219, Arcadia, FL 34265

Article III.
Purpose(s).

The general nature and objects of this non-profit corporation shall be as follows:

A. To provide alternate educational opportunities to all students and adults of DeSoto County, Florida who earnestly seek to enhance their educational opportunities and chances for academic success.

B. To provide educational enhancement and scholarship programs for students.

C. To establish a family enrichment center which shall provide the citizens of DeSoto County with a location for community functions and programs.

D. To establish a program which will focus on the development of entrepreneurial opportunities for the citizens of DeSoto County, Florida.

E. To establish a program which concentrates on developing blighted areas of DeSoto County and other forms of economic development for DeSoto County.

F. To provide the children of DeSoto County with athletic opportunities including the establishment of a AAU program which will provide the children of DeSoto County with the opportunity to travel to local, state and national competitions.

The foregoing clauses shall be construed both as objects and powers and the foregoing purposes enumerated are intended as illustrative and not restrictive and this corporation shall have the power to handle such other things necessary or expedient for carrying out the said objects and purposes of said corporation and in general to possess all rights, privileges and immunities pertaining to like corporations granted under the laws of the State of Florida.

Said corporation/organization is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing 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/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization 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/organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Upon the dissolution of this corporation/organization 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.

Article IV. Manner of Election of Directors.

The manner in which the directors are elected or appointed is:

A Nominating Committee, appointed by the chair and approved by the members, shall convene for the purpose of certifying the eligibility of candidates for Director and to prepare an official slate of nominees. Any person so nominated shall have given prior consent to nomination and election as a Director. Nominations may be made from the floor with prior consent of the nominee.

Each elected Director shall take office at the end of the annual meeting where they will be installed and shall serve for a term of one year or until a successor is duly qualified and elected. Directors may serve for a maximum of two consecutive years.

If an office is vacated prior to the completion of a one year term, a member in good standing may be appointed by the Chair and approved by the members to fill the vacancy until the term ends.

Article V.
Dissolution


Upon dissolution of the corporation, any assets remaining after the satisfaction of all corporate liabilities shall be conveyed to (1) such organization or organizations as shall be selected by the affirmative vote of a majority of the Directors, provided, however, that such organization or organizations must be recognized as exempt from federal income taxation under Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law: or (2) to the federal, state, or local government for exclusive public purpose.

Article VI.
Initial Registered Agent and Street Address.

The name and Florida street address of the initial Registered Agent are Vincent A. Sica, P.A., 10 South DeSoto Avenue, Suite 101, Arcadia, Florida 34266.

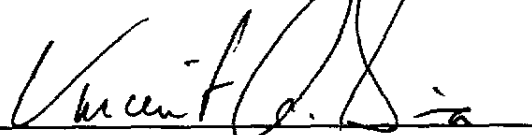
Article VII.
Incorporator.

The name and address of the Incorporator to these Articles of Incorporation are:


W. PAUL MATTHEWS, JR., D.Min., CHAIRMAN
Signature/Incorporator
Address: 100 South Orange Avenue
Arcadia, FL 34266

8-12-03
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent

1/30/04
Date

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TALLAHASSEE, FLORIDA