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2004 FEB 27 AM 9:06
TALLAHASSEE FLORIDA

gf 3/9/04

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DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

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

Enclosed please find Articles of Incorporation for **HELP S.O.S., INC.**, (2 sets) along with a check in the sum of \$ 78.75, for filing fee and certified copy. Thank you!

Kindly mail the filed copy with document number directly to:

Family Court Document Services, Inc.
4404 South Florida Ave.
Suite 6C
Lakeland, FL 33813
(863) 646-9091

ck# 627, attached

ARTICLES OF INCORPORATION

OF

HELP S.O.S., INC.
(A Non-Profit Corporation)

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CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation shall be HELP S.O.S., INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the State of Florida. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of educating Senior Citizens on Consumer Fraud.

To effect this purpose, The HELP S.O.S., Inc. will engage in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America while operating within the parameters of the 501-C-3 Internal Revenue code.

This corporation is irrevocably dedicated to and operated exclusively for non-profit purposes, and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

ARTICLE IV. CAPITAL STOCK

This corporation shall have no stock.

ARTICLE V. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the law of the State of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

ARTICLE VI. MEMBERSHIP

Any person who agrees to be bound by these articles of incorporation, the corporate Bylaws, and any rules and regulations which the Board of Directors may from time to time adopt, who completes a membership application form and submits it to the Board of Directors, and who pays the applicable dues, is eligible and qualified for membership in this corporation.

The corporate Bylaws may provide the Board of Directors further discretionary powers relating to the admission of members.

ARTICLE VII. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that these Articles of Incorporation authorize the Board of Directors to so act. Such a statement shall be prima facia evidence of such authority.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation's Initial Board of Directors shall have one (1) director. The number of directors may be increased from time to time, by an amendment to the corporate Bylaws, but shall never be less than one.

The directors shall be elected annually by this corporation's members. The manner of the election of the directors shall be specified in the corporate Bylaws. The directors named herein, comprising the Initial Board of Directors, shall hold office until the election of directors at the first annual membership meeting.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are: EUGENE RAWLINGS, 5053 Ocean Blvd., Suite 270, Sarasota, Florida 34342.

ARTICLE IX. OFFICERS

The officers shall consist of a president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board of Directors' meeting.

The name of the initial officer is:

<u>Office</u>	<u>Name</u>
President	EUGENE RAWLINGS
Secretary	EUGENE RAWLINGS
Treasurer	EUGENE RAWLINGS

ARTICLE X. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE XI. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

**5053 Ocean Blvd. Suite 270
Sarasota, Florida 34242**

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Eugene Rawlings
5053 Ocean Blvd. Suite 270
Sarasota, Florida 34242

ARTICLE XII. INCORPORATOR

The name and address of the individual who shall serve as
this corporation's incorporator is:

Eugene Rawlings
5053 Ocean Blvd. Suite 270
Sarasota, Florida 34242


ARTICLE XIII. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board of Directors. the
corporate Bylaws may be amended or repealed, in whole or in part, by the Board of
Directors in the manner provided therein. Any amendments to the corporate Bylaws
shall be binding on this corporation's members.

ARTICLE XIV. AMENDMENT

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

The undersigned, constituting this corporation's designated registered agent and
this corporation's incorporator, for the purpose of forming this nonprofit corporation
under the laws of The State of Florida, has executed these Articles of Incorporation, on
the date indicated next to their signature.

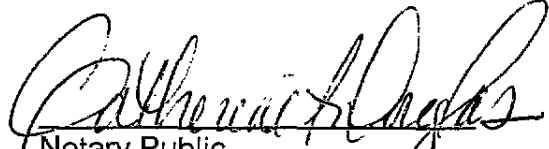

Eugene Rawlings- Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of HELP S.O.S., INC., I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for HELP S.O.S., INC.


Eugene Rawlings - Registered Agent

STATE OF FLORIDA
COUNTY OF POLK

SWORN AND SUBSCRIBED before me on February 17, 2004
EUGENE RAWLINGS designated the above individual who shall serve as the corporation's initial registered agent and incorporator, and acknowledged signing these Articles of Incorporation of HELP S.O.S., INC.


Notary Public



Catherine A. Douglas
Commission # CC 920225
Expires March 20, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Personally Known _____
or Produced Identification X
Type of Identification Produced DLE R452-200-474450

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