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TO:

FROM:

FLORIDA NON-PROFIT CORPORATION
GRACE PLACE FOR CHILDREN AND FAMILIES, INC.

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**ARTICLES OF INCORPORATION
OF
GRACE PLACE FOR CHILDREN AND FAMILIES, INC.
(A Corporation Not-For-Profit)**

ARTICLE I

The name of the corporation (the "Corporation") is GRACE PLACE FOR CHILDREN AND FAMILIES, INC.

ARTICLE II

The principal office or mailing address of the Corporation is 4300 21st Avenue SW, Naples, Florida 34116.

ARTICLE III

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. In particular, the Corporation shall be a Christian focused community center to: provide after school tutoring to children; provide preschool education opportunities; provide a Christian focused summer day camp; provide vacation Bible school study programs; provide English as a second language (ESOL) classes; provide youth development programs such as music and arts; and to perform any act incidental to, or in connection with, the foregoing purposes.

The Corporation may solicit, receive and maintain a fund or funds of real or personal property and shall apply the whole or any part of the income or principal thereof exclusively for exempt purposes, including, but not limited to, the purposes and activities heretofore described. Such income or principal may be applied by such agencies and means as shall from time to time be found appropriate and as are lawful for a not for profit corporation.

Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE IV

The members of the Corporation shall consist of the individuals constituting the Board of Directors hereinafter provided, and their successors in office. The qualification for membership in the Corporation may be modified as provided in the Bylaws.

ARTICLE V

The number of Directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of Directors shall not be less than five (5). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as initial Directors until their successors are elected, are:

Rev. Thomas J. Kowalski	621 Binnacle Dr. Naples, Florida 34103
Mr. John E. Sampson	4451 Gulf Shore Blvd. N. Apt. 1701 Naples, Florida 34103
Mr. W. Theodore Etzel, III	2628 White Cedar Ln. Naples, FL 34109
Mrs. Patricia Ann Vlashe	6790 Pelican Bay Blvd. Naples, Florida 34108
Rev. Jack Barnes	829 Wintergreen Ct. Marco Island, FL 34145
Mr. John Sieff	534 La Peninsula Naples, FL 34113
Mrs. Jill Hendry	571 18th St. SE Naples, FL 34117
Mrs. Patricia Carroll	118 Debron Drive Naples, FL 34112
Mrs. Leslie Terry	3631 First Ave. NW Naples, FL 34120
Mr. Bob Thomas	2001 43 rd Lane SW Naples, FL 34116
Mr. Jim Luther	5458 Whitten Dr. Naples, FL 34104

ARTICLE VI

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until their successors are elected are:

Rev. Thomas J. Kowalski	President
Mr. John E. Sampson	Vice President
Mrs. Jill Hendry	Secretary
Mrs. Patricia Vlasho	Treasurer

ARTICLE VII

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VIII

The name and address of the Corporation's registered agent are:

Stephanie Campbell
4300 21st Avenue SW
Naples, Florida 34116

ARTICLE IX

These Articles may be amended as provided in the Bylaws.

ARTICLE X

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code. Upon liquidation, the Board shall vote on the qualified organization or organizations to receive a distribution of the remaining assets of the Corporation. Only those organizations receiving a majority vote of the Board shall be entitled to receive a distribution. The Board shall determine which assets are to be distributed to the organizations receiving a majority vote and such determination of distribution shall be by majority vote of the Board.

ARTICLE XI

The name and address of the incorporator is:

Stephanie Campbell
4300 21st Avenue SW
Naples, Florida 34116

ARTICLE XII

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

ARTICLE XIII

Notwithstanding any other provision of these Articles to the contrary, during such period, or periods, as the Corporation is treated as a "private foundation" pursuant to section 509 of the Code, the Corporation must comply with the following:

Section 1. Taxable Distributions. The Corporation shall distribute its net revenues at such time and in such manner so as not to subject the Corporation to tax under section 4942 of the Code.

Section 2. Self-Dealing. The Corporation shall be prohibited from engaging in any act of self-dealing (as defined in section 4941(d) of the Code).

Section 3. Excess Business Holdings. The Corporation shall be prohibited from retaining any excess business holding (as defined in section 4941(d) of the Code) which would subject the Corporation to tax under section 4943 of the Code.

Section 4. Jeopardizing Investments. The Corporation shall be prohibited from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under section 4944 of the Code. Further, the Corporation shall be prohibited from retaining any assets which would subject the Corporation to tax under section 4944 of the Code if the Directors have acquired such assets.

Section 5. Taxable Expenditures. The Corporation shall be prohibited from making any taxable expenditures (as defined in section 4945(d) of the Code).

ARTICLE XIV

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 27th day of June, 2004, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By: Stephanie Campbell
Stephanie Campbell, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is: GRACE PLACE FOR CHILDREN AND FAMILIES, INC.
2. The name and address of the registered agent is:

Stephanie Campbell
4300 21st Avenue SW
Naples, Florida 34116

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.

Registered Agent

Stephanie Campbell
Stephanie Campbell

FILED
JUL 13 2004
CLERK OF COURT
JUL 13 2004
JUL 13 2004