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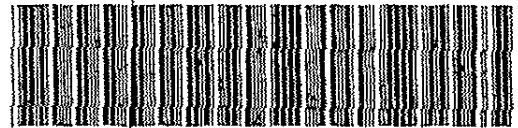
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# ARTICLES OF INCORPORATION

Homes of Compassion, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-for-Profit Corporation Act, hereby adopts the following Articles of Incorporation:

## Article I. NAME

The name of the Corporation shall be Homes of Compassion, Inc.

## Article II. PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:  
3956 Town Center Boulevard, Suite 278  
Orlando, FL 32837

## Article III. PURPOSE

Homes of Compassion, Inc., is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section (501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code). The specific purpose for which this Corporation is formed is to provide various counseling, educational and mental health services to those in need.

To accomplish this purpose, the Corporation shall:

- A. Establish, maintain, and operate homes, ranches, and orphanages for children in developing third-world countries who have been abused, neglected, or abandoned by their parents or who otherwise are without proper shelter.
- B. Educate the public through all available means regarding the plight of hurting children in developing third-world countries.
- C. Solicit financial support for the purpose of building and operating homes for children and for conducting its work in foreign lands.

## Article IV. BOARD OF DIRECTORS

The initial members of the board of directors shall be appointed by the initial registered agent and will serve for three (3) years or until replaced. Subsequent members of the board of directors shall be elected according to the provisions of the bylaws. The number of directors shall be no less than three (3) and no more than twenty-one (21).

## Article V. REGISTERED AGENT

The name and Florida street address of the initial registered agent are:  
Michael Flippo  
2900 Pineridge Circle  
Kissimmee, FL 34746

## Article VI. INCORPORATOR

The name and address of the incorporator is:  
James Nelson Henry, Jr.  
3145-D Heron Lake Drive  
Kissimmee, FL 34741

## Article VII. NONPROFIT CAPITALIZATION

No part of the income of the Corporation shall inure to the benefit of any member, trustee, officer or director of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in connection with furtherance of its purposes and no member trustee, director or officer of the Corporation or any private person shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation).

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#### Article VIII. MEMBER LIABILITY

The private property of this Corporation's members, directors or officers shall not be subject to the payment of corporate debts to any extent whatsoever. No director or officer shall be liable for relying in good faith upon the books or account or reports made to the Corporation by any of its officials, members or by an independent accountant selected by the Board of Directors or by any committee so designated by the Corporation, or in relying in good faith upon any other records of the Corporation.

#### Article IX. ACTIVITIES PROHIBITED

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision of these Articles, 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 Internal Revenue Code of 1954 (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under section 170 (c)(3) of the Internal Revenue Code of 1954 (or corresponding section of any future federal tax code).

#### Article X. DISSOLUTION

Upon dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of the debts and obligations of the Corporation, distribute the remaining assets and property (after necessary expenses thereof) to such organizations as shall qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as named. Any such assets not disposed of shall be disposed by the Circuit Court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized for such purposes as qualify them as exempt organizations.

  
\_\_\_\_\_  
Signature / Incorporator

8-03-04  
\_\_\_\_\_  
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

8-03-04  
\_\_\_\_\_  
Date

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