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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-2-04

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Article 5

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1.) *Hope Builders Community Development Corporation*
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

ARTICLES OF INCORPORATION

OF

HOPE BUILDERS COMMUNITY DEVELOPMENT CORPORATION

(A Florida Not for Profit Corporation)

FILED

04 SEP -2 PM 12: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of this Florida Not for Profit is HOPE BUILDERS COMMUNITY DEVELOPMENT CORPORATION, ("Corporation").

ARTICLE TWO

NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit.

ARTICLE THREE

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE FOUR

PURPOSES

The Corporation is organized to provide community revitalization, educational services and scholarships, affordable housing and economic development to target communities.

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including making 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.

**ARTICLE FIVE
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is:

230 NW 2nd Avenue
Delray Beach, Florida 33444

**ARTICLE SIX
INITIAL REGISTERED AGENT**

The initial registered agent shall be Bishop Winston Hudson and the street address of the initial registered office of this Corporation is 230 NW 2nd Avenue, Delray Beach, Florida 33444.

**ARTICLE SEVEN
MEMBERSHIP**

The qualifications for Members and the manner of their admission shall be regulated by the Bylaws of the Corporation. The method for the election of Directors shall be regulated by the Bylaws of the Corporation.

**ARTICLE EIGHT
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this Corporation shall be comprised of five (5) persons whose names and addresses are as follows:

Bishop Winston Hudson
230 NW 2nd Avenue
Delray Beach, Florida 33444

EL-Pagnier K. Hudson
230 NW 2nd Avenue
Delray Beach, Florida 33444

Mr. James Chandler
4941 Haverhill Commons Circle, Apt # 12
West Palm Beach, Florida 33417

Mr. Everlee Gambles
6906 Torch Key Street
Lake Worth, Florida 33467

Ms. Rhonda Williams-Turner
28 NW 13th Avenue
Delray Beach, Florida 33444

ARTICLE NINE INCORPORATOR

The name and address of the initial incorporator is:

Bishop Winston Hudson
230 NW 2nd Avenue
Delray Beach, Florida 33444

ARTICLE TEN OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President and Secretary and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors and may be removed by the Board of Directors, at such time and in such manner as will be prescribed by the Bylaws.

ARTICLE ELEVEN MEMBERS QUORUM AND VOTING

The qualifications for Members and the manner of their admission shall be regulated by the Bylaws of the Corporation. The method for the election of Directors shall be regulated by the Bylaws of the Corporation.

ARTICLE TWELVE INFORMAL ACTION OF DIRECTORS

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE THIRTEEN THE BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE FOURTEEN AMENDMENT OF ARTICLES

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation.

ARTICLE FIFTEEN LIMITATION OF ACTIONS

Upon the dissolution of the Corporation, 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. Any such asset not disposed, shall be disposed of by the Circuit Court in and for Palm Beach County, Florida or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Notwithstanding any other provision of these Articles of Incorporation this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue laws.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 Four.

ARTICLE SIXTEEN NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

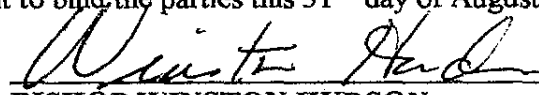
ARTICLE SEVENTEEN INDEMNIFICATION

The Corporation may be empowered to indemnify any officer or director, or any officer or director in the manner set out and provided for in the bylaws of the Corporation.

**ARTICLE EIGHTEEN
HEADING AND CAPTIONS**

The Heading and Captions of these Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of the Headings or Captions.

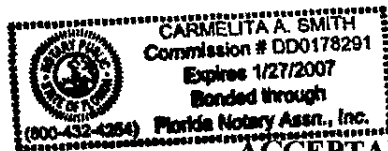
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in a manner and form sufficient to bind the parties this 31ST day of August, 2004.

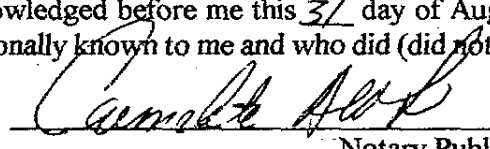


BISHOP WINSTON HUDSON

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 31 day of August, 2004, by BISHOP WINSTON HUDSON who is personally known to me and who did (did not) take an oath.




_____, Notary Public
My commission expires 1/27/2007

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of HOPE BUILDERS COMMUNITY DEVELOPMENT CORPORATION, which is contained in the foregoing Articles of Incorporation.

Dated this 31st day of August, 2004.



BISHOP WINSTON HUDSON
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA