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| Live Oak, Fl. 32064 |
| (Marcaa) |
| (City/State/Zip/Phone #) |
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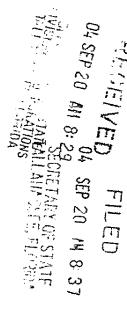


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ARTICLES OF INCORPORATION In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

Potters House, Inc.

<u>ARTICLE II PRINCIPAL OFFICE</u>

The principal place of business and mailing address of this corporation shall be:

1511 Ruby Street, Live Oak, FL 32064

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

As a charitable non-profit organization Potters House, Inc. will provide Elderly assistance, HIV/AIDS awareness and education, Food Bank assistance, Substance Abuse awareness and education, literacy enrichment, and Community Development Corporation activities for residents who live in the low-income and limited resource communities in Suwannee County Florida.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Initial officers/directors are appointed. In future years, officers shall be elected by majority of current officers. The current CEO/president will preside over the elections. Potential director/officers can nominate themselves, or can be nominated by other officers. Votes will be cast by secret ballot. The president will cast a vote only in the case of a tie, If the election is close, the president may choose to have a run-off election between the leading candidates. Upon the unexpected resignation or death of a director/officer replacement will occur in the manner described above, except appointment may occur in any month and appointee can only serve for the term of the original office holder. Directors/officers are elected as stated in the by-laws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s); address (es) and specific title(s):

Name

Alex Fountain, Sr. 1511 Ruby Street, Live Oak, FL 32064 CEO/President

Willie Ford, Sr.

19528 County Road, Live Oak, FL 32060

Treasurer

Inez Williams

515 9th 5 € Live Oak, FI 32064

Secretary

ARTICLE VI SUPPLEMENTAL ARTICLES

Said corporation is organized exclusively for charitable 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 the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article Three there of. No substantial part of the activities of the corporation shall be the 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 or in opposition to 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon the dissolution of this corporation, its assets shall be distributed to African Missionary Baptist Church at 509 Walker Ave., Live Oak, FL 32064; if this church ceases to exist then the following applies: Upon the dissolution of this corporation, its assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII DURATION

Period of duration for this organization is perpetual.

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator is: Alex Fountain, Sr. 1511 Ruby Street Live Oak, FL 32064

ARTICLE IX INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the registered agent is: Alex Fountain, Sr. 1511 Ruby Street Live Oak, FL 32064

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

Signature/Incorporator

Date

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