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FLORIDA NON-PROFIT CORPORATION

THE WAY OF THE UPRIGHT, INC.

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**ARTICLES OF INCORPORATION
OF
THE WAY OF THE UPRIGHT, INC.**

The undersigned, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, Chapter 617, the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation:

**Article I
Name**

Section 1.1. Name. The name of this corporation shall be THE WAY OF THE UPRIGHT, INC.

**Article II
Principal Office and Mailing Address**

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 1105 CHEROKEE DRIVE, WAYCROSS, GEORGIA 31501.

**Article III
Purposes**

Section 3.1. Purposes. This corporation is organized exclusively for charitable, educational, religious 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 of 1986, as amended, or corresponding section of any future federal tax code. It is intended that this corporation shall not engage in any activity for pecuniary profit.

Section 3.2. Limitations on Actions. All of the assets and earnings shall be used exclusively for the purposes set forth herein, and no part of the net earnings of the corporation shall enure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and

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Purcell, Flanagan & Hay, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
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empowered to pay reasonable compensation for services rendered. 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 any political campaign on behalf of any candidate for public office.

Article IV **Directors**

Section 4.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than the number required by F. S. Section 617.0803(1) or successor provision.

Section 4.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

THOMAS ROGERS
1105 CHEROKEE DRIVE
WAYCROSS, GEORGIA 31501

KELLIE ROGERS
1105 CHEROKEE DRIVE
WAYCROSS, GEORGIA 31501

JOAN TIBOR
417 WILLIAMS STREET
WAYCROSS, GEORGIA 31502

Section 4.3. Election. The directors shall be elected for the term and by the method stated in the corporation's bylaws.

Section 4.4. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its directors for their services, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 4.5. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article V
Initial Registered Agent and Address

Section 5.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

JONATHAN L. HAY
1548 LANCASTER TERRACE
JACKSONVILLE, FLORIDA 32204

Article VI
Incorporator

Section 6.1. Name and Address. The name and street address of the incorporator of this corporation is:

JONATHAN L. HAY
1548 LANCASTER TERRACE
JACKSONVILLE, FLORIDA 32204

Article VII
Effective Date; Duration

Section 7.1. Effective Date. Corporate existence shall commence on the date these Articles are executed.

Section 7.2. Duration. This corporation shall exist perpetually.

Article VIII
Members

Section 8.1. Members. This corporation shall not have members.

Article IX
Dissolution

Section 9.1. Dissolution. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing the assets to such organization or organizations which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) and which are described in

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Sections 170(b)(1)(A), 170(c), 2055(a), and 2522(a), as the board of directors shall determine. All section references are to the Internal Revenue Code of 1986, as amended.

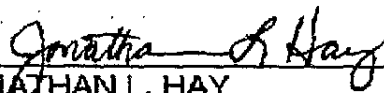
Article X
Bylaws

Section 10.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by the board of directors.

Article XI
Amendment

Section 11.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation the 18 day of November, 2004.



JONATHAN L. HAY

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 617.0202 and 617.0501, Florida Statutes, the following is submitted:

THE WAY OF THE UPRIGHT, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates JONATHAN L. HAY as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1548 LANCASTER TERRACE, JACKSONVILLE, FLORIDA 32204.

DATED this 18 day of November, 2004.


JONATHAN L. HAY

Having been named as registered agent 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.

DATED this 18 day of November, 2004.


JONATHAN L. HAY

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