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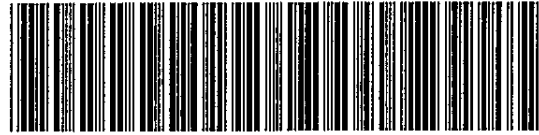
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LUIS GARCIA-RIVERA, Attorney At Law

2706 Alt. U.S. 19 N., Suite 223  
Palm Harbor, FL 34683  
(727) 772-8818 Fax: (727) 787-8193

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December 31, 2004

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find for filing the following: Articles of Dissolution for Amazin' Grace, Inc., a consent to use of Corporate Name, and new Articles of Incorporation for Amazin' Grace, Inc. If you would, it is very important that these be filed in this order. The order of filing is also noted on the documents themselves. Along with the documents is a check for the appropriate fees and a copy of the Articles of Incorporation. If you would, please file the original and return a stamped copy to me. I thank you for your cooperation in this matter.

Sincerely,



Luis Garcia-Rivera  
Attorney-at-Law

*The \$70 filing fee for the new corp was  
previously sent in & is being held by  
your dept. (see attached)*



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 8, 2004

RONALD E CHAMBERLAIN ESQ  
2706 ALT. US 19 N SUITE 223  
PALM HARBOR, FL 34683

SUBJECT: AMAZIN' GRACE, INC.  
Ref. Number: W04000044882

We have received your document for AMAZIN' GRACE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filings Section

Letter Number: 804A00068686

Consent to Use of Corporate Name

The undersigned being all of the directors of Amazin' Grace, Inc., document number N95000002587, a corporation duly organized and existing under the laws of the state of Florida, do hereby grant permission and approve the filing of the foregoing Articles of Incorporation, even though the corporate names are the same.

RE Chamberlain  
Ronald E. Chamberlain

11/26/04  
Date

Carol Chamberlain  
Carol Chamberlain

11/29/04  
Date

Joel Chamberlain  
Joel Chamberlain

11/26/04  
Date

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**ARTICLES OF INCORPORATION  
OF  
AMAZIN' GRACE, INC.**

**(A Corporation Not for Profit)**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

**Article 1  
NAME OF CORPORATION**

The name of this corporation shall be:

AMAZIN' GRACE, INC.

**Article 2  
ADDRESS OF CORPORATION**

The principal address and the mailing address of the corporation is 412 Moorings Cove Dr., Tarpon Springs, FL 34689.

**Article 3  
INITIAL REGISTERED OFFICE and AGENT**

The street address of the initial Registered Office of the Corporation is 412 Moorings Cove Dr., Tarpon Springs, FL 34689, and the name of its initial Registered Agent at that address is Ronald E. Chamberlain.

**Article 4  
NO MEMBERS**

The Corporation shall not have Members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

**Article 5  
NOT FOR PROFIT**

The Corporation is organized for religious, charitable, scientific and educational purposes within the meaning of Sections 501(c)(3) of the United States Internal Revenue Code of 1986 (as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted, hereinafter referred to as the "Code"). The Corporation is a not for profit corporation

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under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code. If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

## **Article 6 DURATION**

The duration of the Corporation is perpetual.

## **Article 7 PURPOSES**

The Corporation is organized as a not-for-profit corporation, and shall be operated exclusively for religious, charitable, scientific and educational purposes within the meaning of Sections 501(c)(3) of the Code.

## **Article 8 POWERS**

Solely for the foregoing Purposes, the Corporation shall have to following powers:

- A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.
- B. To engage in and transact any other lawful activity, solely in furtherance of the forgoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act.
- C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.
- D. To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgment of the Board of Directors (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the areas served by the

corporation notwithstanding any conflicting formal or informal understanding or any provision in any instrument that creates or adds a fund or trust to the corporation or evidences any gift, bequest or devise to the corporation or such fund or trust.

- E. To replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Florida or for failure to produce reasonable return of net income (or appreciation when not inconsistent with the Corporation's need for current income) with due regard to safety of principal, over a reasonable period of time, as determined by the Board of Directors. Upon the exercise of the power to replace any participating trustee, custodian, or agent to whose custody the fund or funds held by the former trustee, custodian, or agent shall be transferred.

1. In determining whether there is a reasonable return of net income there shall be excluded from such determination such assets as are held for the active conduct of this community trust's exempt activities; and such determination shall be made separately with respect to each unrestricted fund and shall be made in the aggregate with respect to the unrestricted funds of this community trust. A "restricted fund" shall mean a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number.
2. If it appears that there may be grounds for exercising the powers described herein with respect to any fund the Board of Directors shall notify the participating trustee, custodian, or agent involved and provide a reasonable opportunity for explanation and/or correction. Before exercising the power, the Board of Directors may seek legal advice from counsel as to whether a breach of failure has been committed under the laws of the State of Florida. The Board of Directors shall exercise a power described in the Article only upon the vote of a two-thirds majority of the members of the Board of Directors.

## Article 9 TAX EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. Therefore, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder or by an organization, contributions to which are deductible under Section 170(C)(2) of the Code and the Treasury Regulations promulgated thereunder. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be

limited accordingly. The Corporation shall not attempt to influence legislation or participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

#### **Article 10**

### **ADDITIONAL LIMITATIONS AND REQUIREMENTS**

No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), 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 herein.

#### **Article 11**

### **DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall distribute all of the assets of the Corporation exclusively for religious, charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) of 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code.

#### **Article 12**

### **BOARD OF DIRECTORS**

There shall be at all times a Board of Directors consisting of at least three (3) individuals. The number of Directors may be increased or decreased from time to time in the manner specified in the Bylaws of the Corporation, but the Corporation may never have fewer than three (3) Directors. The initial Directors and their addresses are listed below:

Ronald E. Chamberlain, 412 Moorings Cove Dr., Tarpon Springs, FL 34689

Carol J. Chamberlain, 412 Moorings Cove Dr., Tarpon Springs, FL 34689

Joel C. Chamberlain, PO Box 5688 Jacksonville, FL 32247

Staci Chamberlain, PO Box 5688 Jacksonville, FL 32247



Thereafter, each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two-thirds (2/3) of the Board of Directors.

### **Article 13 OFFICERS**

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

### **Article 14 INCORPORATOR**

The name and street address of the Incorporator is as follows:

RONALD E. CHAMBERLAIN  
412 Moorings Cove Dr.,  
Tarpon Springs, FL 34689

### **Article 15 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 16 AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

### **Article 17 INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY**

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of

which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

**Article 18**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

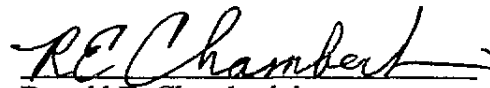
Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of November, 2004.

  
RONALD E. CHAMBERLAIN

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

The undersigned, hereby consents to the appointment as Registered Agent of AMAZIN' GRACE, INC., to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.

  
Ronald E. Chamberlain  
Registered Agent

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