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John Harrison Hough, Esq.

February 16, 2005

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

FILED

Re: Holding Hands, Inc.

Dear Sir or Madam:

Enclosed please find the following with regard to the above-referenced corporation:

1. Articles of Incorporation
2. Certificate Designating the Address and an Agent Upon Whom Process May Be Served, and
3. our check payable to the Department of State in the amount of \$87.50 to cover the filing, designation of registered agent, certified copy and the certificate of status fees.

Kindly file the enclosed and return to me a copy of this letter acknowledging receipt. A self-addressed, metered envelope is enclosed for your use.

Sincerely,



John Harrison Hough

JHH:ncr
Enclosures
cc (w/encl): Alyson L. Hawkins
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ARTICLES OF INCORPORATION

HOLDING HANDS, INC.

ARTICLES OF INCORPORATION

OF

HOLDING HANDS, INC.
(a Florida not-for-profit corporation)

Article I.
NAME

The name of this corporation shall be **HOLDING HANDS, INC.** (hereinafter called the "Corporation").

Article II.
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is 5580 Shirley Drive, Jupiter, FL 33458.

Article III.
PURPOSE

This Corporation is a not-for-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article IV.
MEMBERSHIP

Any person, corporation, partnership, association or organization, who is interested in the purposes of the Corporation, who is capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and who complies with the requirements established from time to time by the Bylaws, shall be eligible for membership.

Article V.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is **5580 Shirley Drive, Jupiter, FL 33458**; and the name of the Corporation's initial registered agent at that address is **Alyson L. Hawkins**.

Article VI.
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The manner of election of directors shall be regulated by the Bylaws.

ARTICLE VII.
Initial Board of Directors

The number constituting the initial Board of Directors of the Corporation is **Ten** (10). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Alyson Hawkins, 5580 Shirley Drive, Jupiter, FL 33458
Lisa Jackson, 414 Meadowlark Drive, Jupiter, FL 33458
Kristine Bashweiner, 5964 Set-n-Sun Place, Jupiter, FL 33458
Morli Josza, 5106 Misty Morn Road, Palm Beach Gardens, FL 33418
Mari Fasulo, 545 Rookery Place, Jupiter, FL 33458
Donnis Foertmeyer, 18241 River Oaks Terrace, Jupiter, FL 33458
Tina Webber, 924 Westwind Drive, North Palm Beach, FL 33408
Tracey Ann Cannova, 7701 Geminata Oak Court, Palm Beach Gardens, FL 33410
Kyle Crotty, 1882 SE Old Trail Drive, Jupiter, FL 33478
Susan Smith, 5641 Shirley Drive, Jupiter, FL 33458

Article VIII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Alyson Hawkins
5580 Shirley Drive
Jupiter, FL 33458

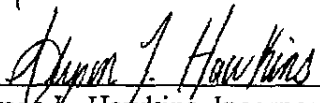
Article IX.
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

Article X.
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate or intervene in (including the publishing or distributing 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 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 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 21 day of January, 2005.



Alyson L. Hawkins, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

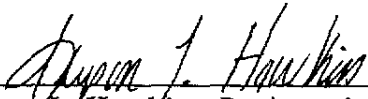
W I T N E S S E T H:

That, **Holding Hands**, Inc., desiring to organize under the laws of the State of Florida, has named **Alyson L. Hawkins**, located at **5580 Shirley Drive, Jupiter, FL 33458**, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 21 day of January, 2004.



Alyson L. Hawkins, Registered Agent

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