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DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

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

SUBJECT: Articles of Incorporation for Women Home of Rescue Inc.

Enclosed is an original copy and one (1) copy of the articles of incorporation and a check for :
\$87.50 filing fee and a certified copy.

Sincerely,

Mrs. Denise Antoine
5513 Breckenridge Cir.
Orlando, FL 32818

ARTICLES OF INCORPORATION

OF

**WOMEN HOME OF RESCUE, INC.
A Non Profit Corporation**

FILED
2005 JUN -2 AM 9:43

CLERK OF STATE
TALLAHASSEE FLORIDA

The undersigned, being over the age of eighteen (18) years and competent to contract, for the purpose of organizing a Corporation not-for-profit pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I
NAME

The name of this Corporation shall be Women Home of Rescue, Inc.

ARTICLE II
PRINCIPAL OFFICE

The physical and mailing address of the principal office of the Corporation shall be 5513 Breckenridge Circle, Orlando, Florida 32818.

ARTICLE III
PURPOSE AND POWERS

The primary purpose for which this Corporation is established a home for women infected with HIV.

(1) The purpose for which the Corporation is organized and operated is exclusively for charitable, religious, educational, 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, or the corresponding section of any future federal tax code. Such purposes shall include the following:

(a) Encourage women with HIV through education, nutrition awareness, emotional & spiritual healing.

(2) As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:

(a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.

(b) To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credits.

(c) To acquire, own, lease, mortgage and dispose of property both real and personal.

(d) To accept property and donations in trust for religious or charitable purposes.

(3) The property of the Corporation is irrevocable dedicated to religious, educational and charitable purposes, and no part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes.

(a) No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization 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.

(b) The Corporation shall not:

(1) operate for the purpose of carrying on a trade or business for profit;

(2) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or

(3) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE IV **MANNER OF ELECTION**

Directors shall be elected as set forth in the Corporation's Bylaws.

ARTICLE V **INITIAL BOARD OF DIRECTORS**

This Corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The name and street addresses of the initial directors of this Corporation are:

Pierre R. Antoine –President	5513 Breckenridge Circle, Orlando, FL 32818
Denise Antoine- V. P. / Tres	5513 Breckenridge Circle, Orlando, FL 32818
Icilda Grant –Secretary	5508 Breckenridge Circle, Orlando, FL 32818
Lazare Chalotin-Director	420- F Lake Woods Circle, Margate, FL 33063

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name and address of the registered agent shall be as follows:

Pierre R. Antoine
5513 Breckenridge Circle
Orlando, FL 32818

ARTICLE VII
INCORPORATOR

The name and street address of the Incorporator is:

Denise Antoine
5513 Breckenridge Circle
Orlando, FL 32818

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX
INDEMNIFICATION

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

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities nor permitted to be carried on:

(1) by a corporation/organization exempt from Federal income tax under Section 501C3 of the I.R.S. Code (or corresponding section of the any future Federal tax code) or

(2) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the I.R.S. Code (or corresponding section of any future Federal tax code.)

(b) Upon dissolution of this corporation/organization 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.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

Denise Antoine
Signature Incorporator (Denise Antoine)

5/28/05
Date

DENISE ANTOINE V.P.
Print Name Title

Having been named as registered agent to accept services 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.

Pierre R. Antoine
Signature/Registered Agent (Pierre R. Antoine)

5/28/05
Date

FILED
2005 JUN -2 AM 9:43
CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA