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(Requestor's Name)

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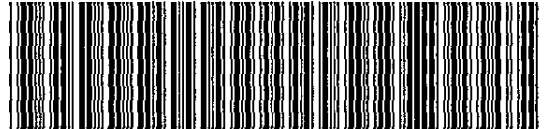
(Business Entity Name)

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05 JUN 10 PM 3: 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. Burch JUN 10 2005



Jack Locklin, Jr.
Board Certified
Real Estate Attorney

Angela J. Jones

Daniel P. Saba

June 6, 2005

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

Re: **Open Arms Children's Home, Inc.**

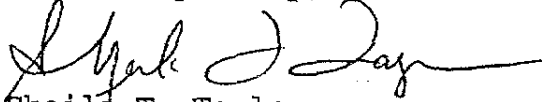
Dear Sirs:

Enclosed are an executed original and one copy of the Articles of Incorporation of Open Arms Children's Home, Inc., and an original and one copy of an executed Certificate Designating the Resident Agent. Our check in the amount of \$78.75 in payment of the following fees is also enclosed:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy	8.75
Total	<u>78.75</u>

Please file these originals and certify and return the copies of the enclosed Articles of Incorporation and Resident Agent Certification.

Yours very truly,


Sheila T. Taylor
Assistant

/stt
Enclosures

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05 JUN 10 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OPEN ARMS CHILDREN'S HOME, INC.

A Florida Not For Profit Corporation

The undersigned persons, all being of legal age and competent to contract, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

ARTICLE I.

Name.

The name of the corporation is Open Arms Children's Home, Inc.

ARTICLE II.

Address.

The address of the principal office and the mailing address of the corporation is 5460 Timberlake Circle, Pace, Florida 32571.

ARTICLE III.

Initial Registered Office and Agent.

The name and street address of the Registered Agent and Registered Office of the corporation is Stephen Gindl, 5460 Timberlake Circle, Pace, Florida 32571.

ARTICLE IV.

No Members.

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE V.

Not For Profit.

The corporation is a not for profit corporation 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 Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws. 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 Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.

ARTICLE VI.

Duration.

The duration (term) of the corporation is perpetual.

ARTICLE VII.

Purposes.

The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, including but not limited to:

- (a) Provide a childcare agency for the full time care of at-risk children of elementary and secondary grades away from their homes;
- (b) Promote the mental, physical and spiritual development of the children in the care of the Home;
- (c) Provide assistance to the children in the care of the Home, financial and otherwise, and to promote their general welfare;
- (d) Provide a Christian environment by providing daily Biblical instruction and guidance to the children in the care of the Home;
- (e) Receive and hold by gift, bequests, devise, and purchase any real or personal property and manage, invest and reinvest the same or use and dispose of the same, all for the advancement of the corporation and its objectives;
- (f) Hold funds and property of all kinds, subject only to any limitations or conditions imposed by law or the instrument under which said property is received, and sell, lease, convey or otherwise dispose of any such property and invest and reinvest the same or any proceeds thereof and deal with and expend the principal and income for any of the purposes herein;
- (g) Upon specific approval of the Board of Directors or Executive Committee, borrow such sums on such terms and with such surety, if any, as may be prescribed in such approval;
- (h) Own, buy, lease, sell, mortgage or exchange real estate and to improve the same by erecting buildings thereon and any other type of improvements or developments; and
- (i) Engage in and transact any other lawful activity as may be necessary or convenient, solely in furtherance of the above purposes, for which nonprofit corporations are permitted under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

ARTICLE VIII.

Limitation.

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, officers, or to the benefit of any private individual, 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 IX.

Tax Exempt Status.

Notwithstanding any other provisions of these Articles, it is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on any activities to such an extent as would result in the loss of exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.

This corporation shall not carry on propaganda or otherwise attempt to influence legislation, nor shall the corporation participate or intervene, by publication or distribution of any statements or otherwise, in any political campaign on behalf of any candidate for public office.

ARTICLE X.

Dissolution.

On the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of and distribute all of the assets of the corporation to such organization or organizations organized and operated exclusively for charitable, scientific or educational purposes as shall at the time qualify as an organization or organizations exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws, in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of the 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 then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine.

ARTICLE XI.

Board of Directors.

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, 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.

ARTICLE XII.
Officers and Directors

The officers and special directors of the corporation shall be a Chairman of the Board of Directors, Vice Chairman of the Board of Directors, Executive Director, Assistant Executive Director, Secretary, Business and Finance Director, Development Director, and such other directors and assistant directors as may be deemed necessary may be elected or appointed by the Board of Directors.

ARTICLE XIII.
Incorporators.

The name and street address of each incorporator is as follows:

Stephen Gindl
5460 Timberlake Circle
Pace, Florida 32571

Carmen Gindl
5460 Timberlake Circle
Pace, Florida 32571

ARTICLE XIV.
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 XV.
Amendment.

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


ARTICLE XVI.
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.

IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation on this the 2nd day of June, 2005.



Stephen Gindl



Carmen Gindl

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of §617.0501, Florida Statutes, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation:

Open Arms Children's Home, Inc.

2. Name and address of the registered agent and office:

Stephen Gindl
5460 Timberlake Circle
Pace, Florida 32571

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05 JUN 10 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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: 6/2/05

Step Gindl
Stephen Gindl