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of
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TAXATION
WILLS ESTATES & ESTATE PLANNING
CORPORATIONS PARTNERSHIPS & LLCs
ASSET PROTECTION PLANNING

July 26, 2005

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

Re: Project Re-Enfranchisement, Education,
Advancement, Counseling, Housing, Inc. (R.E.A.C.H.)

Dear Sir:

Enclosed for filing are the original Articles of Incorporation of Project Re-Enfranchisement, Education, Advancement, Counseling, Housing, Inc.

Also enclosed is our firm check in the amount of \$78.75 to cover the following:

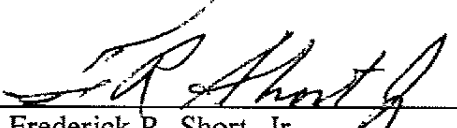
Filing fee Articles of Incorporation	\$ 35.00
Filing fee Designation of Registered Agent	35.00
Certified Copy	<u>8.75</u>
	\$78.75

Please return the certified copy to us in the enclosed envelope.

Thanking you, I am

Very sincerely yours,

Law Office of Frederick R. Short, Jr., P.A.

By 
Frederick R. Short, Jr.

FRS/mm
Enclosures

05 AUG - 1 AM 9:12
FILING OFFICE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION
OF
PROJECT RE-ENFRANCHISEMENT, EDUCATION,
ADVANCEMENT, COUNSELING, HOUSING, INC.

ARTICLE I

Name

The name of this corporation is PROJECT RE-ENFRANCHISEMENT, EDUCATION, ADVANCEMENT, COUNSELING, HOUSING, INC.

ARTICLE II

Location and Mailing Address

The principal place of business and the mailing address of the corporation shall be 435 Clark Road, Suite 412-4, Jacksonville, Florida 32218-5596

ARTICLE III

Duration

This corporation shall have perpetual existence.

ARTICLE IV

Purpose of Corporation

The nonprofit purpose of PROJECT RE-ENFRANCHISEMENT, EDUCATION, ADVANCEMENT, COUNSELING, HOUSING, INC. is to have a direct and positive impact on the well-being of the community by providing education and counseling for at-risk individuals and families, especially those from extremely low income areas and to operate exclusively for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws covering organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

ARTICLE V

Powers

The corporation is authorized, when consistent with its exempt purpose:

- (1) To acquire, own, sell and otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes and commercial paper of corporations and individuals, and to lend or deposit money at interest to persons, firms or corporations;
- (2) To accept, hold, invest, reinvest and administer any grants, gifts, bequests, or devises under the terms of any will, deed, trust, or other instrument;

(3) To receive, acquire, hold title, improve, encumber, lease, sell and convey any property, real, personal, tangible, or intangible, without limitation as to amount or value, except such limitations, if any, as may be imposed by law or contained in the instrument under which such property is received.

ARTICLE VI

Prohibited Activities

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, 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 the purposes set forth in Article IV hereof.

B. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Distribution of Assets on Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, distribute all of the assets of the corporation to such charitable, educational, religious, or scientific organization or organizations as shall at the time qualify as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so distributed shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Qualification and Admission of Members

The members of this corporation shall be any individuals who support the purposes, mission and goals of the corporation and who, if able, pay the annual membership dues set by the Board of Directors.

ARTICLE IX

Manner of Electing Directors

The Directors of the Corporation shall be elected by a majority of those present at the annual meeting of the Membership. The number of Directors, their term of office and the date of the annual meeting shall be determined according to the Bylaws: PROVIDED, however, that in no event shall the Corporation have fewer than three Directors.

ARTICLE X

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 435 Clark Road, Suite 412-4, Jacksonville, FL 32218-5596, and the name of the initial registered agent of this corporation at that address is Teva Monroe.

ARTICLE XI

Exercise of Corporation Power

All corporate powers and business of the corporation shall be exercised by or under the authority of the Board of Directors as provided in the Bylaws.

ARTICLE XII

Incorporators

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

Teva Monroe, 435 Clark Road, Suite 412-4, Jacksonville, FL 32218-5596

ARTICLE XIII

Bylaws

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

ARTICLE XIV

Director Liability

No Director shall be liable to the Corporation or its agents for money damages except (1) to the extent it is proved that such Director actually received an improper benefit or profit in money, property or services, or (2) to the extent that a judgement or other proceeding conclusively finds that such Director's action or failure to act was

(a) the result of active and deliberate dishonesty or fraud, (b) intentionally wrongful, willful or malicious, and (c) material to the cause of action adjudicated in the proceeding. This Article shall be construed so as not to conflict with the provisions of Section 617.0834, Florida Statutes. The Corporation may indemnify any Officer or Director, or any former Officer or Director, to the extent permitted by law.

ARTICLE XV
Amendment

These Articles of Incorporation may be amended by a majority of the members at the annual meeting of the Membership or by a majority of the Board of Directors at a meeting called for that purpose. An amendment made by the Membership may not be modified by the Directors.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 26 day of July, 2005.



TEVA MONROE

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is PROJECT RE-ENFRANCHISEMENT, EDUCATION, ADVANCEMENT, COUNSELING, HOUSING, INC.

2. The name and address of the registered agent is:

Teva Monroe
435 Clark Road, Suite 412-4
Jacksonville, FL 32218-5596

ACCEPTANCE

Having been named as Registered Agent and as the person to accept Service of Process for the above stated corporation at the place designated on 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.

July 26, 2005

Signature 
Teva Monroe

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