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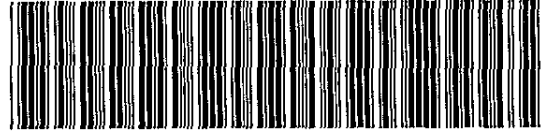
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SECRETARY OF STATE  
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SECRETARY OF STATE  
DEPARTMENT OF CORPORATIONS  
TALLAHASSEE, FLORIDA

L Burch Abb 4 2005

**LATOUR & ASSOCIATES, P.A.**

Attorneys at Law

135 East Lemon Street  
Tarpon Springs, FL 34689

(727) 937-9577  
Fax (727) 937-3752

August 4, 2005

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: One Here . . . One There, Inc.


To Whom it May Concern:

Please find enclosed an original and one copy of the Articles of Incorporation for One Here . . . One There, Inc., along with a check in the amount of \$78.75.

It would be appreciated if you would file the articles of incorporation and return the certified copy to my office at your earliest convenience.

Thank you for your cooperation and assistance in this matter.

Very truly yours,



Eduardo R. Latour

ERL/j  
Enc.

ARTICLES OF INCORPORATION  
OF  
ONE HERE . . . ONE THERE, INC.  
(A Florida Nonprofit Corporation)

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
Corporate Name

The name of this corporation is ONE HERE . . . ONE THERE, INC.  
The principal address and registered office address of the  
corporation is 430 Hickorynut Avenue, Oldsmar, Florida 34677.

ARTICLE II  
Corporate Nature

This is a nonprofit corporation, organized solely for general  
educational, religious and charitable purposes pursuant to the  
Florida Corporations Not for Profit law set forth in Section 617 of  
the Florida Statutes.

ARTICLE III  
Duration

The term of existence of the corporation is perpetual.

ARTICLE IV  
General and Specific Purposes

The specific and primary purposes for which this corporation  
is formed are:

- a) for the advancement of religion, charity and education and any  
other related or corresponding charitable purposes by the  
distribution of its funds for such purposes.
- b) the specific purpose of the corporation is to provide  
educational funds for sub-Saharan African children.
- c) to operate exclusively in any other manner 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 1954, (or the corresponding provision of any other applicable  
Internal Revenue Law) as amended, or under any corresponding  
provisions of any subsequent federal tax laws, covering the  
distributions to organizations qualified as tax exempt  
organizations under the Internal Revenue Code, including private  
foundations and private operating foundations.

ARTICLE V  
Management of Corporate Affairs

a) BOARD OF TRUSTEES. The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall be three (3), provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of trustees and until the qualification of the successors in office. Annual meetings shall be held at 430 Hickorynut Avenue, Oldsmar, Florida on April 1 of each year at 9:00 a.m., or at such other times or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Trustees are as follows:

<u>Name</u>	<u>Address</u>
Janelle Latour	430 Hickorynut Avenue Oldsmar, Florida 34677
William M. Roberts	14711 Claredon Drive Tampa, Florida 33624
Beth Z. Potter	207 South Bradford Avenue Tampa, Florida 33609

b) CORPORATE OFFICERS. The Board of Trustees shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President: Janelle Latour	430 Hickorynut Avenue Oldsmar, Florida 34677
Vice Pres: William M. Roberts	14711 Clarendon Avenue Tampa, Florida 33624
Secretary: Beth Z. Potter	207 South Bradford Avenue Tampa, Florida 33609
Treasurer: William M. Roberts	14711 Clarendon Avenue Tampa, Florida 33624

#### ARTICLE VI

##### Earnings & Activities of Corporation

a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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) Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 1954 (or by 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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

c) Notwithstanding any other provision 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

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and

operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of 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**  
Membership

a) The corporation shall have one class of members and no more than one membership shall be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

b) Any person paying the dues provided for by the Bylaws, if any, and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the trustees may from time to time adopt, is eligible for membership.

c) A prospective member shall be eligible for membership upon presentation of an approved application by membership committee for approval and acceptance by the Board of Trustees.

**ARTICLE IX**  
Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Janelle Latour	430 Hickorynut Avenue Oldsmar, Florida 34677
William M. Roberts	14711 Claredon Drive Tampa, Florida 33624
Beth Z. Potter	207 South Bradford Avenue Tampa, Florida 33609

**ARTICLE X**  
Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation, may be made, altered, rescinded, added to, or new

Bylaws may be adopted, either by a resolution of the Board of Trustees, or by the following procedure set forth therefor in the Bylaws.

**ARTICLE XI**  
Dedication of Assets

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

**ARTICLE XII**  
Registered Agent and Office

The address of the corporation's registered office shall be 430 Hickorynut Avenue, Oldsmar, Florida, and the name of its registered agent at said address shall be Janelle Latour.

**ARTICLE XIII**  
Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 1<sup>st</sup> day of August, 2005.

Janelle B. Latour  
Subscriber

William M. P. Jack  
Subscriber

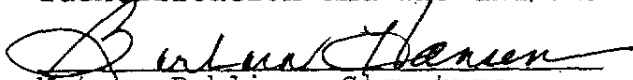
John Bell Potts  
Subscriber

Janelle B. Latour  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1<sup>st</sup>

day of August, 2005, by JANELLE LATOUR, WILLIAM B. ROBERTS and BEZH Z. POTTER, who are personally known to me or who have produced His Driver's License as identification and who did/did not take an oath.

  
Notary Public - Signature

Printed:

Commission No.:

My Commission Expires:





CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance with Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- that ONE HERE . . . ONE THERE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Oldsmar, Pinellas County, Florida, has named Janelle Latour, 430 Hickorynut Avenue, Oldsmar, Pinellas County, Florida, as its agent to accept service of process within this State.

Having been named to accept service of process of the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

*Janelle B. Latour*  
Resident Agent

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of August, 2005, by Janelle Latour, who is personally known to me or who produced Fla. Driver's License as identification and who did (did not) take an oath.

*Barbara Hansen*  
Notary Public - Signature

Printed:

Serial Numbers:

My Commission Expires:

