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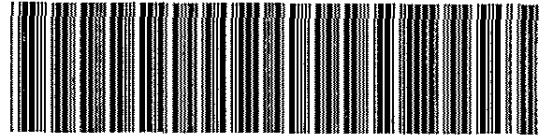
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DIVISION OF REVENUE
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PAUL STANLEY WEST, P.A.
ATTORNEYS AT LAW

600 S. Orlando Ave., Suite 301, Maitland, Florida 32751

Paul S. West, Esq.
Phone: (407) 678-9111
Fax: (407) 679-9911
pswest@PaulWestLaw.com

August 3, 2005

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

Re: New Hearts Encouragement Ministries, Inc.
Non-Profit Corporate Filing

To Whom It May Concern:

Please find enclosed the original "*Articles of Incorporation*" for the above referenced *New Hearts Encouragement Ministries, Inc.* I am also enclosing a total of \$87.50 to pay for the following: the requisite filing fee of \$35.00; the registered agent fee of \$35.00; \$8.75 for a certified copy of the "*Articles of Incorporation*"; and \$8.75 for a Certificate of Status.

If you need anything further, please don't hesitate to contact our office.
Thanks for your help in the filing of this new non-profit Florida Corporation.

Sincerely,

Paul S. West
Attorney At Law

PSW/law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05/08-8 AM 8:00

**ARTICLES OF INCORPORATION
OF
NEW HEARTS ENCOURAGEMENT MINISTRIES, INC.**

By these Articles of Incorporation (the "Articles"), the undersigned Incorporator forms a corporation 'Not For Profit' in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions:

**ARTICLE I
NAME**

The name of the corporation shall be NEW HEARTS ENCOURAGEMENT MINISTRIES, INC. For convenience, the corporation shall be referred to in this instrument as NHEMI.

**ARTICLE II
DURATION**

The corporation shall exist perpetually unless and until dissolved according to law. Corporate existence shall commence upon the filing of these Articles with the Florida Department of State.

**ARTICLE III
DEFINITIONS**

The following words shall have the definitions set forth below for the purposes of these Articles:

- 3.1 "Articles" shall mean these Articles of Incorporation.
- 3.2 "Board" or "Board of Directors" shall mean the Board of Directors of the Corporation.
- 3.3 "Bylaws" shall mean the Bylaws of the Corporation.
- 3.4 "NHEMI" shall mean and refer to NEW HEARTS ENCOURAGEMENT MINISTRIES, INC., a Florida corporation not for profit, its successors and/or its assigns.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal office of NHEMI shall be located at 14 N. Hudson Street, Orlando, Florida 32835-1415.

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

Violet L. Scott, whose address is 14 N. Hudson Street, Orlando, Florida 32835, is hereby appointed the initial registered agent of NHEMI and the registered office shall be at said address.

ARTICLE VI PURPOSE AND POWERS OF THE CORPORATION

NHEMI is formed: a) NEW HEARTS ENCOURAGEMENT MINISTRIES, INC. is a non-profit Christ-centered organization founded to provide health, medical and residential services to homeless people in Central Florida infected with the HIV / AIDS virus in an effort to improve their quality of life.; b) to provide agencies the technical and material assistance they need to effectively carry out their mission; c) to identify and enlist as donors those organizations that meet a high standard of excellence in administration, financial control and whose aims parallel NHEMI's desire for social betterment of those they serve; d) to act as a channel of donor support to agencies that subscribe to these standards; e) to be a Christian voice in Central Florida, Florida, the United States and around the world for a united Biblical response to the emotional, material, physical and spiritual needs of people within the service range of NHEMI.

NHEMI shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles or the Bylaws. NHEMI shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of NHEMI for the benefit of the Directors, Officers and Members.

The purpose for which NHEMI is organized is exclusively religious, charitable, scientific, literary and educational within the meaning of 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.

Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

Notwithstanding any other provisions of these Articles, this organization shall not discriminate on the basis of race, creed, religion, familial status, sex or disability as interpreted 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.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of 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 shall be distributed to the Federal, State or Local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the State in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE VII BOARD OF DIRECTORS

The affairs of NHEMI shall be managed by a Board of Directors, consisting of three (3) directors, whose number may be either increased or decreased from time to time by Amendment to the Bylaws of NHEMI, provided that there shall always be an odd number of directorships resulting from said increase or decrease. The names and addresses of persons who are to act in the capacity of Director until appointment or election of their successors pursuant to the Bylaws are as follows:

<u>Name</u>	<u>Address</u>
VIOLET L. SCOTT	14 N. Hudson St. Orlando, Florida 32835
CHARLES DORN	5172 Laval Drive Orlando, Florida 32839
ERCELL TAYLOR, JR.	14 N. Hudson St. Orlando, Florida 32835

ARTICLE VIII VOTING RIGHTS AND RULES OF ORDER

Each Director shall be entitled to one vote. Except as provided for in these Articles or NHEMI's Bylaws, all meetings, business and otherwise, of NHEMI shall be governed by Robert's Rules of Order.

ARTICLE IX OFFICERS

The affairs of NHEMI shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at a meeting designated for such purpose, and they shall serve at the pleasure of the Board of Directors. The original Officers of NHEMI, and their respective addresses shall be as follows:

<u>Name</u>	<u>Office</u>
VIOLET L. SCOTT 14 N. Hudson St. Orlando, Florida 32835	President

CHARLES DORN Vice President
5172 Laval Drive
Orlando, Florida 32839

ERCELL TAYLOR, JR. Treasurer
14 N. Hudson St.
Orlando, Florida 32835

VIOLET L. SCOTT Treasurer
14 N. Hudson St.
Orlando, Florida 32835

ARTICLE X INDEMNIFICATION

10.1 Indemnification. Every Director and every officer of NHEMI shall be indemnified by NHEMI against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a Director or Officer of NHEMI, or having served at NHEMI's request as a Director or Officer of any other corporation, whether or not he or she is a Director or Officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such Director or Officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of NHEMI approves such settlement and reimbursement as being for the best interest of NHEMI. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer shall be entitled.

10.2 Expenses of Lawsuits. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative, may be paid by NHEMI in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount if it shall ultimately be determined that he or she is not to be indemnified by NHEMI as authorized by these Articles of Incorporation.

10.3 Insurance. NHEMI shall have the authority to purchase, at its expense, and maintain insurance on behalf of any person who is or was a Director or Officer of NHEMI, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not NHEMI would have the power to indemnify him or her against such liability under the provisions of these Articles.

ARTICLE XI

BYLAWS

The Bylaws of NHEMI shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XII AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

12.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Board of Directors. This meeting may be either annual or a specially called meeting.

12.2 Notice. Within 30 days of the next meeting of the Board of Directors, or in any other manner provided for in NHEMI's Bylaws for the giving of notice of meetings of the Board of Directors, written notice setting forth the proposed amendment, or a summary of the changes to be effected thereby, shall be given to each Director, and each such Director shall be entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

12.3 Vote. At such meeting, a vote of the Directors shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of two thirds (2/3), or more, of the Directors.

12.4 Multiple Amendments. Any number of amendments may be submitted to the Directors and voted upon by them at one meeting.

12.5 Agreement. If two thirds (2/3) of the Directors, or more, as provided above, sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 12.1 through 12.3 had been satisfied.

12.6 Limitations. No amendment shall make any changes in the qualifications for Directors or the voting rights of Directors without the unanimous approval in writing by all Directors.

12.7 Filing. A copy of each amendment shall be filed with the Secretary of State, State of Florida.

12.8 Dissolution. In the event NHEMI is dissolved, the assets of NHEMI shall be dedicated to a public body or conveyed to a non-profit organization within the meaning of 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, with a purpose similar to that of NHEMI.

**ARTICLE XIII
INCORPORATOR**

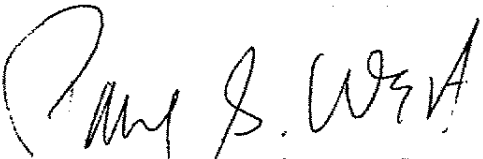
The name and address of the Incorporator to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
VIOLET L. SCOTT	14 N. Hudson St. Orlando, Florida 32835

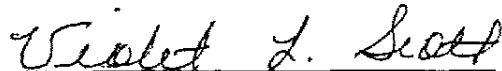
**ARTICLE XIV
NON-STOCK CORPORATION**

NHEMI is organized on a non-stock basis and shall not issue shares of stock evidencing membership in NHEMI.


IN WITNESS WHEREOF, the undersigned Incorporator has caused these presents to be executed on August 1, 2005



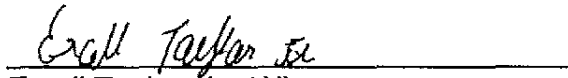
Paul S. West, Witness



Violet L. Scott, Incorporator



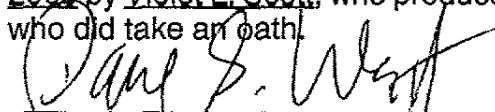
Charles Dorn, Witness



Erzell Taylor, Jr., Witness

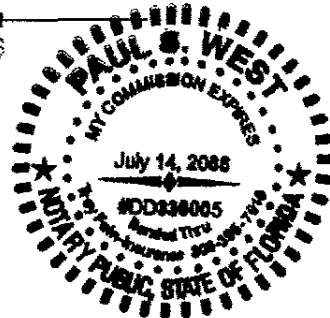
STATE OF FLORIDA,
COUNTY OF ORANGE:

THE FOREGOING INSTRUMENT was acknowledged before me this August 1, 2005 by Violet L. Scott, who produced a valid Florida Driver's License as identification and who did take an oath.



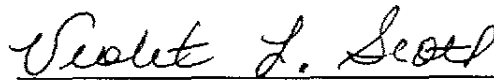
Paul S. West, Notary Public, State of Florida at Large

My Commission expires: July 14, 2008



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.



VIOLET L. SCOTT
REGISTERED AGENT

05 AUG -8 AM 8:06

FILE
SECRETARY OF STATE
DIVISION OF CORPORATIONS

V.S.