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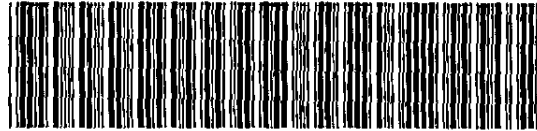
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SECRETARY OF STATE
TALLAHASSEE, FL 32301

J. Shivers SEP 15 2005

KAUFMANN
L A W O F F I C E

September 7, 2005

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

Re: Incorporation of **His Resting Place, Inc.**
A NON-PROFIT CORPORATION

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named proposed Non Profit Corporation, together with my check in the amount of \$78.75 for the filing fee and a certificate.

Please process this incorporation and return the certification to this office at your earliest convenience.

Sincerely yours,

Bruce Kaufmann, J.D.
Bruce G. Kaufmann, J.D.

BGK:tlm
Enclosure

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TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION
HIS RESTING PLACE, INC.,
A NONPROFIT CORPORATION

ARTICLE I - NAME

The name of the corporation shall be: **His Resting Place, Inc.**

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be: 8353 79th Avenue, Seminole, FL 33777.

ARTICLE III - GENERAL AND SPECIFIC PURPOSES

(A) The specific purpose for which this corporation is formed is to provide a vehicle for the funding of other IRS section 501(c) (3) recognized organizations and to initiate, fund and administer a wide variety of charitable, educational, faith and character based or literary projects.

(B) The general purposed for which this corporation is formed are to operate exclusively for faith and character based, charitable, educational or literary purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding provision of any subsequent Federal Tax Laws, including for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

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 or the corresponding provision of any future United States Internal Revenue Law.

Within the limitations of the intent of this subsection (b), this corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 617, Florida Statutes, as now exists or may after be amended.

(C) The Corporation shall not as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate nor intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

(D) The corporation shall have the following "Conflict of Interest" policy: "Individuals on the governing body that are also employed the corporation will:

1. Be compensated in the capacity as a board member for justifiable expense related to meetings (mileage Remove her (him) self from the voting process when determining compensation, benefits, etc., in his (her) capacity as an employee.
2. Ensure that all compensation/salaries paid to any employee of the organization will be

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reasonable for the services rendered and comparable with other like exempt organizations.”

ARTICLE IV-DURATION

This corporation shall have a perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE V – CAPITAL STOCK

This corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VI – MEMBERSHIP

The only members of this organization shall be its Board of Directors. The qualifications for members and the manner of their admission shall be regulated by the Bylaws.

ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1564 Oakadia Lane, Clearwater, Florida 33764, and the name of the registered agent of this corporation at that address is BRUCE G. KAUFMANN, J.D.

ARTICLE VIII – MANAGEMENT OF CORPORATE AFFAIRS

(A) **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. This corporation shall have Four (4) Directors constituting the initial Board of Directors. The qualifications for directors and the manner of their admission shall be regulated by the Bylaws. All powers, responsibilities and other matters concerning the Board of Directors shall be controlled by the provisions of the Bylaws. The number of Directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than four Directors or more than fifteen Directors. The names and addresses of the initial Directors of this Corporation are:

NAMES

ADDRESSES

Tammy L. Martin

8353 79th Avenue
Seminole, FL 33777

Bruce G. Kaufmann, J.D.

1564 Oakadia Lane
Clearwater, FL 33777

Karyl Kaufmann

1564 Oakadia Lane
Clearwater, FL 33777

Dorothy Bruer

93191 2nd Street North
Pinellas Park, FL 33782

Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the bylaws of the corporation may authorize the Directors to elect from time to time. Initially such officers shall be elected at the Organizational Meeting of the Board of Directors.

ARTICLE IX – DEDICATION OF ASSETS

Upon the dissolution of the organization, all assets of the organization, after the settling of its debts, 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, State, or Local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively or such purposes.

ARTICLE X – INCORPORATOR

The name(s) and street address of the incorporator for these Articles of Incorporation are:

Tammy L. Martin
8353 79th Avenue
Seminole, FL 33777

ARTICLE XI – INDEMNIFICATION

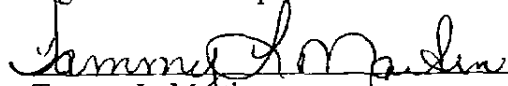
This corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XII – AMENDMENT

This corporation reserves the right to add to, amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors.

The undersigned incorporator has executed these Articles of Incorporation this 24 day of September, 2005.

Signature of Incorporator:



Tammy L. Martin

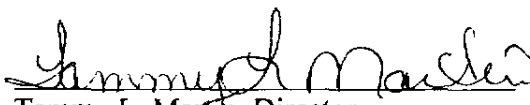
Typed name of incorporator signing

PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:


First that HIS RESTING PLACE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8353 79th Avenue, Seminole, FL 33777, has named Bruce G. Kaufmann, as its agent to accept service of process within Florida.

Dated: September 7, 2005.


Tammy L. Martin, Director

Second: Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: September 7, 2005.


Bruce G. Kaufmann, J.D., Registered Agent

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