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12/6/05

Care for Polish Orphans, Inc.
1417 Sadler Road, #274
Fernandina Beach, FL 32034

December 2, 2005

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

SUBJECT: Care for Polish Orphans, Inc.

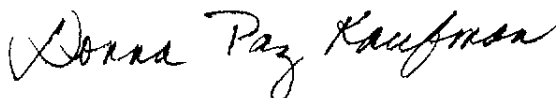
Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$78.75 – Filing Fee & Certificate of Status

FROM: Donna Paz Kaufman
Care for Polish Orphans, Inc.
1417 Sadler Road, #274
Fernandina Beach, FL 32034

Phone: 904/277-2048

Sincerely,



Donna Paz Kaufman

**Articles of Incorporation
of
Care for Polish Orphans, Inc.**
A Non-Profit Corporation

Pursuant to the provision of the Nonprofit Corporation Act of the Florida Department of State, the undersigned incorporator hereby adopts the following Articles of Incorporation:

Article I -- Name

The name of this corporation is CARE FOR POLISH ORPHANS, INC.

Article II -- Principal Office

The principal place of business (street address) of this corporation is:

Care for Polish Orphans, Inc.
1716 Ruskin Lane
Fernandina Beach, FL 32034

The mailing address of the corporation is:

Care for Polish Orphans, Inc.
1417 Sadler Road, #274
Fernandina Beach, FL 32034

Article III -- Purpose

The purposes for which this corporation is organized are:

- (A) To operate exclusively for charitable and educational purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue laws (the "Code"); and
- (B) To engage in any lawful activity for which corporations may be organized under Chapter 617 Florida Statutes (F.S.) so long as the corporation does not engage in any activity or activities not in furtherance of one or more tax exempt purposes as contemplated in section 501(c)(3) of the Code.

Article IV -- Manner of Election

The manner in which the directors are elected or appointed is a majority vote of existing directors of the corporation, as shall be set forth in the bylaws of the corporation.

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Article V – Initial Directors

The number of initial directors of this corporation shall be three and the names and addresses of the initial directors are as follows:

Donna Paz Kaufman, President and Treasurer
1417 Sadler Road, #274
Fernandina Beach, FL 32034

Mark Kaufman, Vice President and Secretary
1417 Sadler Road, #274
Fernandina Beach, FL 32034

Mike Clemens, Vice President and Financial Advisor
1705 Lake Park Drive
Fernandina Beach, FL 32034

The corporation shall have no members.

Article VI – Initial Registered Agent & Street Address

The name and address of the incorporator(s) of this corporation is/are:

Donna Paz Kaufman
1417 Sadler Road, #274
Fernandina Beach, FL 32034

Article VII -- Incorporator

The name and address of the Incorporator is:

Donna Paz Kaufman
1417 Sadler Road, #274
Fernandina Beach, FL 32034

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Article VIII – Dissolution of Assets

In the event of dissolution or winding up of the affairs of the corporation in any manner or for any reason whatsoever, the Directors shall, after paying or making provision for payment of all liabilities of the corporation, distribute all of the remaining assets of the corporation as such Directors may determine among one or more organizations which are then organized and operated for exempt purposes and qualified as exempt organizations under Section 501(c)(3) of the Code to which contributions are then deductible or to federal, state and local governments to be used exclusively for public purposes.

.....
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Donna Paz Kaufman
Signature/Registered Agent

12/2/05
Date

Donna Paz Kaufman
Signature/Incorporator

12/2/05
Date