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FLORIDA PROFIT/NON PROFIT CORPORATION

Lend-A-Hand NIE - Tallahassee Inc.

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**ARTICLES OF INCORPORATION  
OF  
LEND-A-HAND NIE - TALLAHASSEE INC.  
In Compliance with Chapter 617, Florida Statutes**

1. The name of the Corporation is Lend-a-Hand NIE - Tallahassee Inc.
2. The principal place of business and mailing address of the Corporation is 277 N. Magnolia Drive, Tallahassee, Florida 32302.
3. The Corporation is formed and shall be operated exclusively for the charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), to assist and encourage deserving charitable organizations and projects for the benefit of the territory in which the Corporation's activities are principally to be conducted, particularly where such organizations and projects are unable to obtain sufficient funds for their purposes from other available sources.
4. The directors will be elected or appointed in accordance with the By-Laws.
5. The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Patrick E. Dorsey	277 N. Magnolia Drive Tallahassee, Florida 32302
Carroll Jarrett	277 N. Magnolia Drive Tallahassee, Florida 32302
Chrys I. Duncan	277 N. Magnolia Drive Tallahassee, Florida 32302
Shena Roper	277 N. Magnolia Drive Tallahassee, Florida 32302

6. The initial registered agent and office of the Corporation in the State of Florida shall be Chrys I. Duncan, 277 N. Magnolia Drive, Tallahassee, Florida 32302.

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## 7. The name and address of the incorporator of the Corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Scott R. Simpson, Esq.	Nixon Peabody LLP 1300 Clinton Square Rochester, New York 14604

8. (a) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation. No member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Code. The Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provision of these articles, the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, as specified in Section 501(c)(3) of the Code. The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(d) In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to one or more organizations which are then qualified under Section 501(c)(3) of the Code to be used in such manner as in the judgment of a court of competent jurisdiction will best accomplish the general purposes for which this Corporation was formed.

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IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed this certificate this 1<sup>st</sup> day of March, 2006 and hereby affirms the truth of the statements contained herein under penalty of perjury.

  
Scott R. Simpson, Esq., Incorporator

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

  
Cheryl I. Duncan, Registered Agent

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**ARTICLES OF INCORPORATION  
OF  
LEND-A-HAND NIE - TALLAHASSEE INC.**

**In Compliance with Chapter 617, Florida Statutes**

**Filed by:**

**Nixon Peabody LLP  
1300 Clinton Square  
Rochester, New York 14604**