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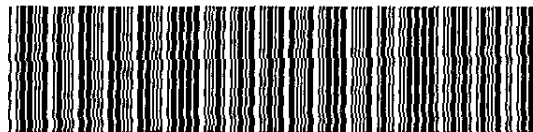
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T. Hampton MAY - 2 2006



THE COOPER LAW FIRM

A PROFESSIONAL ASSOCIATION

Attorneys & Counselors at Law

100 West Call Street, Suite A • Starke, Florida 32091

April 27, 2006

Division of Corporations
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re: A PLACE OF GRACE, INC.
Not for Profit Articles of Incorporation

Dear Sir/Madam:

Please find enclosed the original and one copy of the Not for Profit Articles of Incorporation for A PLACE OF GRACE, INC. Also enclosed is my firm's check in the amount of \$87.50 to cover the cost of filing same.

Upon filing the articles, please return a copy of same to the address above.

Your assistance in this matter is greatly appreciated.

Sincerely,

John S. Cooper

JSC/ds
Enclosures

ARTICLES OF INCORPORATION

OF

A PLACE OF GRACE, INC.

A NOT FOR PROFIT FLORIDA CORPORATION

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is A PLACE OF GRACE, INC.

ARTICLE II

TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE III

GENERAL NATURE OF BUSINESS

This corporation is organized for the following purposes:

- A. A faith-based home of ministry for women;
- B. To engage in any lawful business authorized under the laws of the State of Florida;
- C. To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust or corporation, to be held, administered, and disposed of exclusively for charitable, religious,

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educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such a manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than a "charitable purpose" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and

D. To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Florida Nonprofit Corporation Code.

ARTICLE IV

NOT FOR PROFIT NATURE: POWERS

1. The corporation is organized pursuant to the Florida Nonprofit Corporation Code and is a nonprofit corporation as described in Section 501(c)(3) of the Internal Revenue Code, as amended.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislations, and the corporation shall not

participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

3. Anything contained in these Articles of Incorporation to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or (iii) a corporation organized and existing under the Florida Nonprofit Corporation Code.

4. In the event of the dissolution and liquidation of this corporation, to the extent allowed or permitted under applicable laws, the property and assets of the corporation shall be as determined by the Board of Directors, distributed to or sold and the proceeds of such sales distributed to (i) any other organizations(s) organized and operating for the same purposes for which the corporation is organized and operating or any organization(s), foundation(s), fund(s), or corporation(s) organized and operating exclusively for religious, charitable, scientific, or educational, or other purposes permitted by Section 501(c)(3) of the Internal Revenue Code, as amended, all of which such organizations, foundations, funds, or corporation shall be exempt under Section 501(c)(3) of the Internal Revenue Code, as amended. In the event that any assets are not disposed of in accordance with the provisions of these Articles of Incorporation or that the corporation shall fail to act within a reasonable time in the manner provided in these Articles of Incorporation, the Court of Bradford County shall, upon application of one or more persons having a real interest in the corporation or its assets make such distribution(s) as provided in these Articles of Incorporation.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT/PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida will be: 21029 Northwest 55th Avenue, Lawtey, Florida 32058, and the name of its initial registered agent at such address is: BARBARA WALTER. The street address and mailing address of the principal office is: 21029 Northwest 55th Avenue, Lawtey, Florida 32058.

ARTICLE VI

DIRECTORS

This corporation shall have four directors initially. The number of directors may be increased or decreased from time to time in the manner provided for in the bylaws of the corporation, provided that the corporation shall always have at least three directors. The method of election of directors shall be set forth in the bylaws of the corporation. The name and street address of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
BARBARA WALTER	21029 N.W. 55 TH AVENUE LAWTEY, FLORIDA 32058
GREG PUSATERI	20701 N.W. 70 TH PLACE STARKE, FLORIDA 32091
DEBORAH LAWRENCE	20953 N.W. 55 TH AVENUE LAWTEY, FLORIDA 32058
WANDA WRIGHT	666 EAST SOUTH STREET STARKE, FLORIDA 32091

ARTICLE VII

INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

BARBARA WALTER

21029 N.W. 55TH AVENUE
LAWTEY, FLORIDA 32058

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors of this corporation.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 20th day of April, 2006.

Barbara Walter
BARBARA WALTER

STATE OF FLORIDA)
)SS:
COUNTY OF BRADFORD)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments in the State and County aforesaid, personally appeared BARBARA WALTER, who is personally known to me [X] or has presented valid identification, _____, to me known to be the person described as the Incorporator

in and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 27 day of April, 2006.



NOTARY PUBLIC
MY COMMISSION EXPIRES:



John S. Cooper
Commission #DD274944
Expires: Jan 03, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, I hereby agree to act in the capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


BARBARA WALTER