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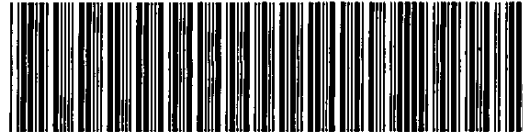
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 APR 30 PM 4:35

APPROVED
AND
FILED

6007-18669

B. McKnight APR 30 2007

COVER LETTER

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

SUBJECT: Heavenly Grace Kids Place, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Ellison, Martin & Associates, Inc.
Name (Printed or typed)

123 N. Kentucky Ave. suite 212
Address

Lakeland, Florida 33801
City, State & Zip

863-273-0806
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 17, 2007

ELLISON MARTIN & ASSOCIATES, INC.
123 N KENTUCKY AVE SUITE 212
LAKELAND, FL 33801

SUBJECT: HEAVENLY GRACE KIDS PLACE, INC.
Ref. Number: W07000018669

We have received your document for HEAVENLY GRACE KIDS PLACE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 107A00025747

**ARTICLES OF INCORPORATION
OF
HEAVENLY GRACE KIDS PLACE, INC.**

The undersigned, desiring to form a corporation not for profit under Chapter 617 of the Florida Statutes, do hereby certifies these Articles of Incorporation.

ARTICLE. I

The name of the corporation is **HEAVENLY GRACE KIDS PLACE, INC.**

ARTICLE. II

The street address of the principal office of the corporation is 315 State Rd 62 Apt. G104 Wauchula, Florida. 33873 and the mailing address of the corporation is PO BOX 7092 Avon Park, Florida. 33873

ARTICLE. III

The purpose of Heavenly Grace Kids Place, Inc. is to provide and outlet in which at risk youth can be rehabilitated back into society, by way of shelter facilitation, problem assessment and general counseling.

ARTICLE. IV

The initial members of the corporation shall consist of those persons who, on the date of the existence of the corporation commences, are members in good standing of the of the law and shall from time to time elect and be elected. The bylaws of the corporation shall prescribe the qualifications for membership and the manner in which membership in the corporation may be terminated. The bylaws shall also set out the basis for establishing a member in good standing. The number of members of the corporation, present in person" that shall constitute a quorum for the transaction of business at any annual, regular, or special meeting of the members of the corporation shall be specified by the bylaws.

ARTICLE. V

Section 1. Except as otherwise provided in these Articles of Incorporation, all corporate powers must be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the Board of Directors. The Board of Directors shall be elected by the members of the corporation. The number of Directors shall be fixed by the bylaws of the corporation, but shall not be less than for (4) nor more than five (5). The Chairman, Vice Chairman, Secretary and Treasurer shall be the executive members of the Board of Directors of the corporation. As soon as the Directors shall be assembled in consequence of the first election of Directors, the Directors (other than those persons who hold office as Directors by virtue of service as Chairman, Vice Chairman, Secretary/, Treasurer) shall be divided, as equally as may be, into two classes. The terms of the Directors of the first class shall expire at the end of the first year, the terms of the Directors of the second class shall expire at the end of the second year so that at least three of the Directors shall be chosen each year. The Board of Directors shall elect one of its members as Chairman. The Chairman of the Board of Directors shall be the principal executive officer of the corporation shall preside at meetings of the Board

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TALLAHASSEE, FLORIDA

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of Directors, and shall, when duly authorized by the Board of Directors, execute and deliver written instruments and documents on behalf of the corporation. The Chairman of the Board of Directors shall have such other duties as may be prescribed by the bylaws of the corporation or by resolution of the Board of Directors not inconsistent with the bylaws. A majority of the members of the Board of Directors, present in person, shall constitute a quorum for the transaction of business at any annual, regular, or special meeting of the Board of Directors.

Section 2. Except as limited by these Articles of Incorporation the Bylaws or any applicable provision of law, the Board of Directors shall have all the powers and duties of the Board of Directors of the Florida Corporation Not For Profit.

Section 3. The Board of Directors initially shall consist of four (4) persons, and the names and addresses of the initial members of the Board of Directors are as follows:

1. Chairman Emma McKnight 416 E. Camphor Street Avon Park, Fl. 33825
2. Vice Chairman Angela Poole 315 State Rd 62 Apt. G104 Wauchula, Fl. 33834
3. Secretary Rose Simon 416 E. Camphor Street Avon Park, Fl 33825
4. Treasurer LaShonda Simon 416 E. Camphor Street Avon Park, Fl 33825

ARTICLE. VI

The officers of the corporation shall consist of the President, Vice President, Secretary and Treasurer. The Board of Directors shall nominate, and by and with the advice and consent of the members of the corporation, shall elect the officers of the corporation for a term of four years with a possibility of re-election for an additional term. The officer shall have such powers and duties as shall be prescribed by the bylaws of the corporation or by resolution of the Board of Directors not inconsistent with the bylaws.

ARTICLE. VII

Section 1. Amendments to these articles of incorporation must be made in the following manner: The Board of Directors must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote a meeting of members, which may be either an annual or special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member. The proposed amendment shall be adopted upon receiving the present at an annual or special meeting of the membership of the corporation.

Section 2. Any plan of merger with another Non Profit must be adopted in the following manner: The Board of Directors must adopt a resolution approving the proposed plan and directing that it be submitted to a vote at a meeting of members, which may be either an annual or special meeting. Written notice setting forth the proposed plan or a summary thereof must be given to each member. The proposed plan shall be adopted upon receiving the affirmative vote of at least a majority of the entire membership of the corporation.

Section 3. A sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation, may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, including shares, bonds, or other securities of any corporation or corporations for

profits, domestic or foreign, and must be authorized in the following manner: The Board of Directors must adopt a resolution approving such sale, lease, exchange, or other disposition, and directing that it be submitted to a vote at a meeting of members, which may be either annual or a special meeting. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation must be given to each member. At such meeting, the members may authorize such sale, lease, exchange or other disposition may approve, fix, or may authorize the Board of Directors to fix, any or all of the terms and conditions thereof and the consideration to be received by the corporation. Therefore, such authorization requires the affirmative vote of at least a majority of the entire membership of the corporation.

Section 4. If the corporation desires to dissolve and wind up its affairs, it must adopt a resolution to dissolve in the following manner: The Board of Directors must adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of members, which may be either an annual or special meeting. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation must be given to each member. A resolution to dissolve the corporation shall be adopted upon receiving the affirmative vote of at least a majority of the entire membership of the corporation.

ARTICLE. VIII

The street address of the corporation's Registered Agent is 123 N. Kentucky Ave. Suite 212 Lakeland, Florida 33801 and the name of its initial registered agent at that address is: Ellison, Martin & Associates, Inc.

ARTICLE. IX

The names and address of the incorporators of the corporation are as follows:

1. Treasurer Emma McKnight 416 E. Camphor Street Avon Park, Fl. 33825
2. Vice President Angela Poole 315 State Rd 62 Apt. G104 Wauchula, Fl. 33834
3. Secretary Rose Simon 416 E. Camphor Street Avon Park, Fl 33825
4. President & LaShonda Simon 416 E. Camphor Street Avon Park, Fl 33825

ARTICLE. X

(a) No part of the net earnings of the corporation shall be inure to the benefit of any member, trustee, or officer of the corporation, nor to the benefit of any private individual,

(b) The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt upon federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code.

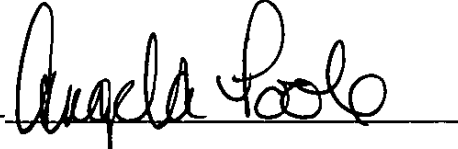
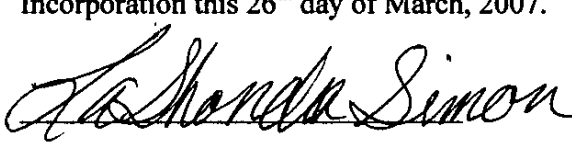

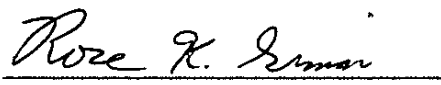
(c) In the event of the dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 or

corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to the state or local government for public purposes exclusively.

ARTICLE. XI

The initial bylaws of the corporation shall be adopted by a majority of the members of the Board of Directors of the corporation. The bylaws shall not thereafter be amended except upon the affirmative vote of at least a majority of the members present at an annual or special meeting of the membership of the corporation.

IN TESTIMONY WHEREOF, the undersigned incorporators have signed these Articles of Incorporation this 26th day of March, 2007.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Ellison, Martin & Associates, Inc. having been named to serve as Registered Agent of HEAVENLY GRACE KIDS PLACE, INC., do hereby accept such office and agree to conduct such business matters herein according to law. Ellison, Martin & Associates, Inc. is familiar with, and accept, the obligation of such office.

Alan Ellison
President

04/25/07
Date



ELLISON, MARTIN & ASSOCIATES, INC.

123 N. Kentucky Ave.

Suite 212

Lakeland, Florida 33801

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AND
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