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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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D. WHITE AUG 22 2007

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August 16, 2007

DIVISION OF CORPORATIONS
409 EAST GAINES STREET
PO BOX 6327
TALLAHASSEE FL 32314

RE: Articles of Incorporation of **CHILDREN ARE HOPE, INC.**

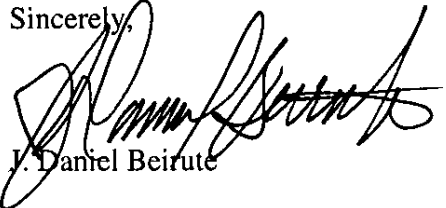
Dear Sir or Madam:

Enclosed you will find duplicate original copies of the Articles of Incorporation along with a trust check in the amount of \$78.75 for filing fee.

Please review the Articles and if they meet with your approval, file the same and return a copy to my office, conformed as of the date of filing.

If you have any questions, please do not hesitate to contact me or my secretary, Denisa Selph.

Sincerely,



J. Daniel Beirute

JDB/dfs
Enclosures

ARTICLES OF INCORPORATION

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In Compliance with Chapter 617, F.S., (Not for Profit) 2007 AUG 22 P 3: 54

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be **CHILDREN ARE HOPE, INC.** and its duration is to be perpetual.

ARTICLE II

The principal place of business of this corporation shall be 1454 Cypress Trace Drive, Melbourne, FL 32940, Brevard County.

ARTICLE III

This nonprofit corporation is organized and operated exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

The Board of Directors shall conduct all the business of the corporation and shall be the only voting members of the corporation, except as otherwise specifically provided in the Bylaws. The number of Directors, the qualifications of members and directors, and the manner of their admission shall be as set forth in the Bylaws.

ARTICLE V

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

ARTICLE VI

The private property of the directors and members shall be non-assessable and shall not be subject to the payment of any corporate debts, nor shall the directors or members of the corporation become individually or corporately liable or responsible for any debts or liabilities of the corporation.

ARTICLE VII

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth.
- B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- D. Upon dissolution of the corporation, assets 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 government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII

These Articles may be amended at any regular meeting of the Board of Directors, or at a special meeting called for that purpose, by a two-thirds (2/3) majority.

ARTICLE IX

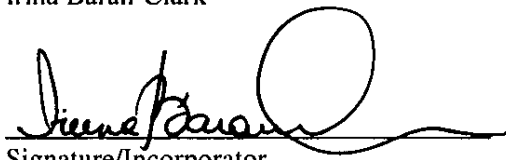
The name and street address of the Registered Agent is: Irina Baran-Clark, 1454 Cypress Trace Drive, Melbourne, FL 32940, Brevard County.

ARTICLE X

The name and address of the Incorporator is: Irina Baran-Clark, 1454 Cypress Trace Drive, Melbourne, FL
32940

INCORPORATOR:

Irina Baran-Clark


Signature/Incorporator

August 8, 2007
Date

ACCEPTANCE OF REGISTERED AGENT

I, Irina Baran-Clark, do accept the act of the Registered Agent.


Signature/Registered Agent

August 8, 2007
Date

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