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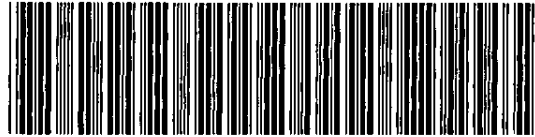
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES OF  
**WILLIAM J. KANANACK**  
BUSINESS & TECHNOLOGY LAW

1825 RIVERVIEW DRIVE  
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November 11, 2008

Department of State  
Division of Corporations  
PO Box 6237  
Tallahassee, FL 32314

Re: JUST HANDS YOUTH MISSION, INC.

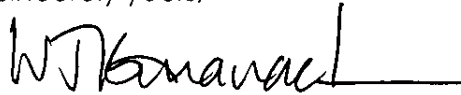
To Whom It May Concern:

I have enclosed for processing by the Department of State, Division of Corporations, one original and one copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent for the above-referenced not-for-profit corporation. Also enclosed is a check for seventy-eight and 75/100 dollars (\$78.75) made payable to the Department of State to cover the cost of filing the Articles and for a certification as to their authenticity.

Please call me if you have any questions.

Thank you.

Sincerely yours,

A handwritten signature in black ink, appearing to read "WJ Kananack", followed by a horizontal line.

William J. Kananack

**ARTICLES OF INCORPORATION  
OF  
JUST HANDS YOUTH MISSION, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned Incorporator desiring to form a not-for-profit corporation pursuant to the Laws of the State of Florida as provided in Chapter 617, Florida Statutes, hereby certifies as follows:

ARTICLE I

Name and Address

The name of this not-for-profit corporation shall be Just Hands Youth Mission, Inc., ("Corporation"). The principal office and mailing address of the Corporation shall be as follows:

Just Hands Youth Mission, Inc.  
3845 Pine Cone Rd  
Melbourne, FL 32934

ARTICLE II

Purposes

The purposes for which this Corporation is formed are exclusively educational and charitable. They are

- A. Encourage an awareness and understanding within the community of the dignity of all peoples without regard to their racial and ethnic backgrounds.
- B. Teach the values of tolerance, cooperation and teamwork to members of the community.
- C. Educate students and their parents and/or guardians about the plight of the poor both in the United States and in developing countries close to the United States.
- D. Encourage the values of volunteerism and charitable giving among young adults and their families in the context of their faith and spiritual beliefs.
- E. Expose students to developing world poverty in hands-on immersion and project-oriented experiences in the United States and the developing world through short-term mission trip programs.

F. Promote the purposes and values of this Corporation by organizing youth missions to (i) assist with disaster and other relief efforts in the United States and developing countries in the Caribbean basin (ii) provide assistance to developmentally disabled and elderly, (iii) aid in the relief of human suffering and (iv) improve the physical, emotional and spiritual well being of the impoverished.

G. Raise funds, establish programs and assist in any other manner to accomplish the above purposes and which are appropriate for corporations organized for educational and charitable purposes.

H. Operate exclusively in any other manner for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

### ARTICLE III

#### Duration

The Corporation shall commence on the date these Articles are filed with the Secretary of State, and thereafter shall have perpetual existence unless dissolved according to law.

### ARTICLE IV

#### Registered Agent/Office

The name of the initial registered agent and the street address of the initial registered office of this corporation are as follows:

Thomas P. Warwick

Just Hands Youth Mission, Inc.

3845 Pine Cone Rd

Melbourne, FL 32934

### ARTICLE V

#### Board of Directors

A. The business affairs of this corporation shall be managed by the Board of Directors. Initially, this corporation shall have three (3) directors. The number of directors may be changed from time to time as specified by the Bylaws, but the number of directors shall not be less than three (3).

B. The names and addresses of the individuals who will serve on the initial Board of Directors and who will hold office for the first year, or until the first annual meeting of the corporation are:

Thomas P. Warwick  
3845 Pine Cone Road  
Melbourne, FL 32934

Barbara Warwick  
3845 Pine Cone Road  
Melbourne, FL 32934

Kathryn Gotshall  
1882 Plantation Circle, SE  
Palm Bay, FL 32907

#### ARTICLE VI

##### Incorporator

The name and address of the Incorporator is:

Thomas P. Warwick  
3845 Pine Cone Rd  
Melbourne, FL 32934

#### ARTICLE VIII

##### Limitations

- A. This Corporation is organized exclusively for charitable and educational purposes.
- B. This Corporation shall not issue stock and there shall be no shareholders.
- C. This Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. This corporation shall not distribute any gains, profits, or dividends to the directors, officers, or members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the charitable and educational purposes of this Corporation. The property, assets, profit and net income of this Corporation are irrevocably dedicated to charitable or educational purposes no part of which shall inure to the benefit of any individual.
- D. Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on (a) by an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or the 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 of 1986, or the corresponding section of any future federal tax code.

E. No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

F. Upon winding up and dissolution of this Corporation, the assets of this Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, to be used exclusively for charitable or educational purposes. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of Brevard County, or any other county in which the principal office of this Corporation may then be located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes. If this Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the circuit in which the principal office of this Corporation is located, upon petition by the Attorney General or by any person concerned in the liquidation.

## ARTICLE IX

### Indemnity

This Corporation shall to the fullest extent permitted by law, as amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities or costs, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to actions in an official capacity, or to actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE X

Amendment

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors in the manner set forth in the Bylaws of this Corporation.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 11 day of November, 2008.

A handwritten signature in black ink, appearing to read 'T. P. Warwick', is written above a horizontal line.

THOMAS P. WARWICK, INCORPORATOR

**STATEMENT OF DESIGNATION AND ACCEPTANCE  
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida.

The name of the Corporation is:

**JUST HANDS YOUTH MISSION, INC.**

The name and street address of the initial registered agent is:

Name

Street Address


Thomas P. Warwick

3845 Oine Cone Rd.  
Melbourne, FL 32934

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

I hereby accept appointment and agree to act in the capacity of the registered agent of **JUST HANDS YOUTH MISSION, INC.**, at the initial registered office of this Corporation as set forth above. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 11 day of November, 2008



Thomas P. Warwick

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