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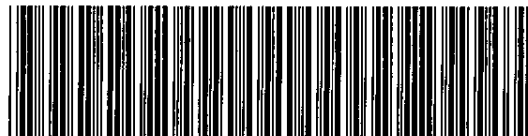
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EP 12/12/08

240 Todd Street SE
Palm Bay, FL 32909
December 2, 2008

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

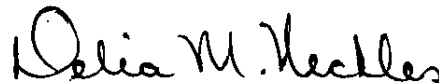
Re: Rise With Hope Enterprise, Inc.

Enclosed is an original and two (2) copies of the Articles of Incorporation for Rise With Hope Enterprise, Inc. and a check for \$78.75. The enclosed check includes the fee for a certified copy of the Articles of Incorporation which can be forwarded to the corporation's principal office listed below.

Any questions regarding this filing may be directed to:

Rise With Hope Enterprise, Inc.
240 Todd Street SE
Palm Bay, FL 32909
Attn: Delia M. Neckles
(321) 952-9989

Sincerely,

A handwritten signature in black ink that reads "Delia M. Neckles". The signature is written in a cursive, flowing style.

Delia M. Neckles
Incorporator

ARTICLES OF INCORPORATION
OF
RISE WITH HOPE ENTERPRISE, INC.

Article I. Name.

The name of the corporation shall be Rise With Hope Enterprise, Inc. (the "Corporation").

Article II. Principal Office.

The principal office and mailing address of the Corporation is:

240 Todd Street SE
Palm Bay, FL 32909

Article III. Purpose.

A. The Corporation is incorporated under the Florida Not For Profit Corporation Act, as amended, for the following purpose or purposes:

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law, the "Code"), as amended. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the state of Florida upon not for profit corporations, to improve the lives of individuals in low income communities and develop these communities through a variety of means, including but not limited to, (a) purchasing and developing homes and land that have been abandoned or are in disrepair; (b) assisting individuals to obtain financing to purchase the refurbished and newly built homes; (c) operating a group home for women so they may receive: educational support to attain a high school diploma and a college degree; personal development; employment training; and career guidance; (d) operating a day care facility for children whose parents receive assistance from the Corporation and for children in the community; and (e) engaging in activities that further the foregoing activities as well as contribute to the foregoing purposes as permitted by law.

B. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 in Article III hereof. 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

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intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. 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 Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

C. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall distribute such assets 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 a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

D. It is intended that the Corporation shall have the status of a Corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. In the event the Corporation is determined to be a private foundation within the meaning of Section 509 of the Code, then during such period:

(i) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(ii) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Article IV. Manner of Election of Directors.

Directors are to be elected as provided for in the bylaws.

Article V. Initial Registered Agent and Street Address.

The name and address of the Corporation's initial registered agent is:

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TALLAHASSEE, FLORIDA

Delia M. Neckles
240 Todd Street SE
Palm Bay, FL 32909

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TALLAHASSEE, FLORIDA

Article VI. Incorporator.

The name and address of the incorporator is:

Delia M. Neckles
240 Todd Street SE
Palm Bay, FL 32909

Article VII. Indemnification.

A. The Corporation shall, to the fullest extent permitted by applicable law, indemnify any person who was or is a party (other than a party plaintiff suing on his or her own behalf or in the right of the Corporation) or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not such action, suit or proceeding arises or arose by or in the right of the Corporation or other entity) by reason of the fact that such person is or was a director, officer, or advisory board member of the Corporation or is or was serving at the request of the Corporation as a trustee, director, officer, employee, general partner, agent or fiduciary of another corporation, partnership, joint venture, trust or other enterprise (including service with respect to employee benefit plans), against expenses (including, but not limited to, attorneys' fees and costs), judgments, fines (including excise taxes assessed on a person with respect to any employee benefit plan) and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, except as otherwise provided in Article VII.B hereof.

B. No person shall be entitled to indemnification pursuant to Article VII.A above (a) if a final unappealable judgment or award establishes that such person engaged in self-dealing, willful misconduct or recklessness; (b) for expenses or liabilities of any type whatsoever (including, but not limited to, judgments, fines, and amounts paid in settlement) which have been paid directly to such person by an insurance carrier under a policy of officers' and directors' liability insurance maintained by the Corporation or other enterprise; or (c) for amounts paid in settlement of any threatened, pending or completed action, suit or proceeding without the written consent of the Corporation, which written consent shall not be unreasonably withheld. The Board of Directors is hereby authorized, at any time by resolution, to add to the above list of exceptions from the right of indemnification under Article VII.A or advancement or reimbursement of expenses, but any such additional exception shall not apply with respect to any event, act or omission which has occurred prior to the date that the Board in fact adopts such resolution. Any such additional exception may, at any time after its adoption, be amended, supplemented, waived or terminated by further resolution of the Board.

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

Delia M. Neckles

Name: Delia M. Neckles

Title: Registered Agent

IN WITNESS WHEREOF, I have hereunto subscribed my name this 2nd day of December, 2008.

Delia M. Neckles

Name: Delia M. Neckles

Title: Incorporator

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