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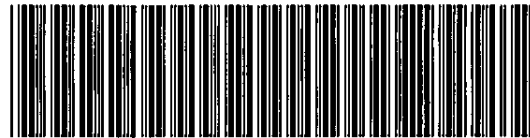
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2/1/12

**Paul B. Butler, Jr.**  
807 Ben Lomond Dr.  
Temple Terrace, Florida 33617

Tel. No. 813-988-5870 -- Email: [Butler.Tampa@gmail.com](mailto:Butler.Tampa@gmail.com)

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TALLAHASSEE, FLORIDA

Florida Dept of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Ref: Articles of Incorporation And Proposed Corporate Name For  
"Faces In Need, Inc."

Dear Sir or Madam:

Enclosed for filing please find the Articles Of Incorporation for "Faces In Need, Inc." a not-for-profit corporation. Included, as a part of the Articles, is the certification of the Registered Agent.

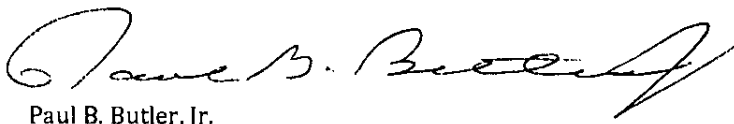
In addition to the original I am enclosing two copies of the Articles.

A check in the amount of \$87.50 is included to cover the cost of the following:

- a. Filing Fee
- b. Certified Copy of the Articles of Incorporation
- c. A Certificate of Incorporation

I would appreciate you filing the Articles upon receipt and returning a Certified Copy and a Certificate at your very earliest convenience. To assist you I am enclosing a pre-addressed envelope.

Thank you for your assistance.

  
Paul B. Butler, Jr.

**ARTICLES OF INCORPORATION**

**OF**

**Faces In Need, Inc.**

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12 JAN 31 PM 3: 07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of Faces In Need, Inc., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The corporation shall be known as Faces In Need, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The mailing address and street address of the principal business office of the corporation is:

807 Ben Lomond Dr.,  
Temple Terrace, Florida, 33617

**ARTICLE III. PURPOSES**

The corporation is organized to establish a non-profit, non-political, non-partisan organization for the following general purposes:

- (a) To offer hope and action, instead of despair and paralysis, to two groups of people suffering on two continents – those in the continent of Africa who suffer from homelessness, poverty, illiteracy, economic depression, or the impact of the HIV/AIDS epidemic, and to the homeless or near homeless in the Tampa, Florida area.
- (b) To partner and enter into agreements with organizations and ministries in the United States and on the continent of Africa that provide humanitarian aid, relief assistance, medical care, operate schools and educational programs that benefit communities in the continent of Africa that suffer from homelessness, illiteracy, poverty, and the economic effects of the HIV/AIDS epidemic.
- (c) To receive and to disburse funds to make possible opportunities for the education, skills training, and leadership development of adults and children through various enterprises, including but not limited to support for the operation of child care centers, pre-schools and schools, and leadership and skills training facilities in the

continent of Africa that serve those suffering from illiteracy, poverty, economic depression and the HIV/AIDS epidemic.

- (d) To oversee, monitor and coordinate the corporation's global humanitarian relief efforts to children, families and communities affected by illiteracy, extreme poverty, economic depression and the HIV/AIDS epidemic, including educational endeavors.
- (e) To receive and to disburse humanitarian relief aid, funds, and resources, physical and financial, that will benefit the homeless and the impoverished -- children and adults -- and those at risk of becoming homeless or impoverished who are located mainly, but not necessarily exclusively, in the area of Tampa, Florida, USA.
- (f) To promote awareness of the causes of and issues related to homelessness and to educate individuals, organizations, and communities on ways to help prevent homelessness.
- (g) To act alone or to partner with organizations and ministries that provide humanitarian relief, including education, to the homeless and those at risk of becoming homeless, which activities may involve entering into lease agreements and the purchase of real and personal property;
- (h) To solicit and obtain grants and charitable contributions from individuals, corporations, governmental boards and agencies, and other public and private sources to fund the activities of the corporation;
- (i) To assist and support, through donations and other means, other charitable organizations that promote the same or similar purposes as the corporation and to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986;
- (j) To transact any or all other lawful activities that are incidental to the foregoing general purposes and for which a corporation can be organized under the Florida Not For Profit Corporation Act, except as restricted by other provisions of these Articles of Incorporation.

The corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The corporation may exercise all powers conferred on a corporation not for profit under the laws of the State of Florida. However, the corporation shall not engage in any activity that would cause either (a) the corporation to cease to be exempt from income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any superseding United States income tax law, or (b) contributions to the corporation to cease to be deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any superseding United States income tax law. In

addition, the corporation shall not engage in any substantial activity attempting to influence legislation by propaganda or otherwise and shall not participate or intervene in any political campaign on behalf of a candidate for public office. The corporation shall not permit any of its assets or income to inure to the benefit of any director, officer, or other private individual. Upon its dissolution, the corporation shall adopt a plan that provides for (i) the return, transfer, or conveyance of all its remaining assets that are held on the condition that they be returned, transferred, or conveyed upon the dissolution of the corporation and (ii) the distribution of all its other remaining assets, after the payment of all liabilities of the corporation and all costs and expenses of dissolution, for a public purpose to either the Federal government, a state or local government, or one or more organizations that then qualify for exemption from income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any superseding United States income tax law).

#### **ARTICLE IV. MEMBERS**

The corporation shall not have any members.

The directors of the corporation shall be elected as provided in the Bylaws of the corporation. The number of directors can be increased or decreased from time to time as provided in the bylaws of the corporation, but the corporation shall never have fewer than three (3) nor more than twenty-five (25) directors.

#### **ARTICLE V. DIRECTORS**

The name and street address of the directors at the time of filing of these Articles of Incorporation are:

<b>Name</b>	<b>Address</b>
Paul B. Butler, Jr.	777 S. Harbour Island Boulevard, Suite 500 Tampa, FL 3360
Virginia E. Butler	807 Ben Lomond Drive Temple Terrace, FL 33617
Linda F. McIlwain	620 Downs Ave. Temple Terrace, Florida 33617
John E. Darling, Jr.	10505 Cory Lake Dr. Tampa Fl 33647
Linda S. Darling	10505 Cory Lake Dr Tampa Fl 3364

## ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation and the name and address of its initial registered agent at that address is:

Paul B. Butler, Jr., Esq.  
807 Ben Lomond Dr.  
Temple Terrace, FL 33617

## ARTICLE VII. INCORPORATOR

The name and street address of the incorporator of the corporation are:

Paul B. Butler, Jr., Esq.  
807 Ben Lomond Dr.  
Temple Terrace, FL 33617

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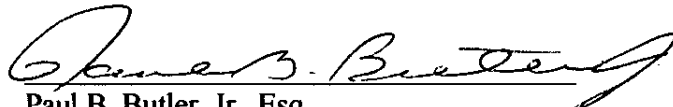
## ARTICLE VIII. BYLAWS AND AMENDMENTS

The power to adopt, amend, and repeal bylaws of the corporation is vested in its Board of Directors. The corporation reserves the right to amend any provision of these Articles of Incorporation in the manner prescribed by law pursuant to a resolution adopted by the affirmative vote of a majority of all the directors of the corporation.

### Statement Of Incorporator

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

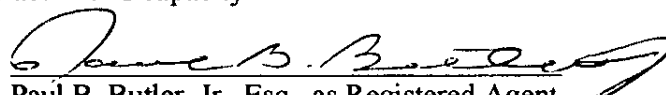
EXECUTED: January 30<sup>th</sup>, 2012

  
Paul B. Butler, Jr., Esq.  
Incorporator

### Acknowledgement And Acceptance Of Registered Agent

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

EXECUTED: January 30<sup>th</sup>, 2012

  
Paul B. Butler, Jr., Esq., as Registered Agent