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Helping WIN, Inc.

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Division of Corporations

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**ARTICLES OF INCORPORATION
OF HELPING WIN, INC.
a not-for-profit corporation**

ARTICLE I

Name

The name of the Corporation is Helping WIN, Inc. (the "Corporation").

ARTICLE II

Principal Office

The principal office and mailing address of the Corporation is:

14 East Bay Street
Jacksonville, Florida 32202

ARTICLE III

Purposes and Powers

(a) The Corporation is organized exclusively for charitable and educational purposes as contemplated by Section 501(c)(3) of the Internal Revenue Code, specifically helping women escape poverty through emergency assistance, and related non-profit purposes qualifying as tax-exempt under Section 501(c)(3) of the Internal Revenue Code and for which corporations may be organized under the Florida Not-For-Profit Corporation Act.

(b) 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 in furtherance of the purposes set forth in this Article.

(c) Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

(d) 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 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 (i) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (ii) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

(e) Subject to the foregoing provisions of this Article III, the Corporation shall have all the powers conferred upon a corporation under the provisions of the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, and any enlargement of such powers conferred by subsequent legislative acts, and shall have all powers necessary, proper, convenient, or desirable in order to fulfill and further the purposes of the Corporation.

ARTICLE IV
Board of Directors

4.1 Number. The powers of the Corporation shall be vested in the Board of Directors. The number of directors may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than one (1). The directors shall be elected pursuant to such procedures as are specified in the Bylaws.

4.2 Initial Directors. The initial directors of the Corporation shall be:

Gwen Gallagher-Howard
14 East Bay Street
Jacksonville, Florida 32202

G. Alan Howard
14 East Bay Street
Jacksonville, Florida 32202

4.3 Indemnification. The Corporation shall indemnify past or present directors and officers of the Corporation in accordance with and to the fullest extent permitted by the Florida Not-For-Profit Corporation Act, as amended from time to time.

ARTICLE V
Registered Agent

The name and address of the registered agent of the Corporation is:

Milam Howard Nicandri Gillam & Renner, P.A.
Attn: G. Alan Howard
14 East Bay Street
Jacksonville, FL 32202

ARTICLE VII
Term

The term of the Corporation is perpetual.

ARTICLE VII
Incorporator

The name and address of the incorporator of the Corporation is:

Milam Howard Nicandri Gillam & Renner, P.A.
Attn: G. Alan Howard
14 East Bay Street
Jacksonville, FL 32202

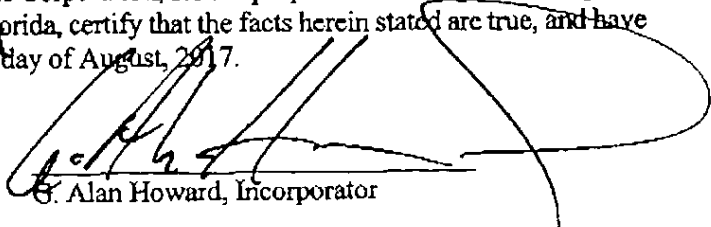
ARTICLE VIII
Dissolution

Upon the dissolution of this Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX
Amendments

Amendments to these Articles of Incorporation may be made and adopted at any meeting of the Board of Directors of the Corporation.

I, the undersigned Incorporator of the Corporation, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, certify that the facts herein stated are true, and have accordingly hereunto set my hand, this 14 day of August, 2017.

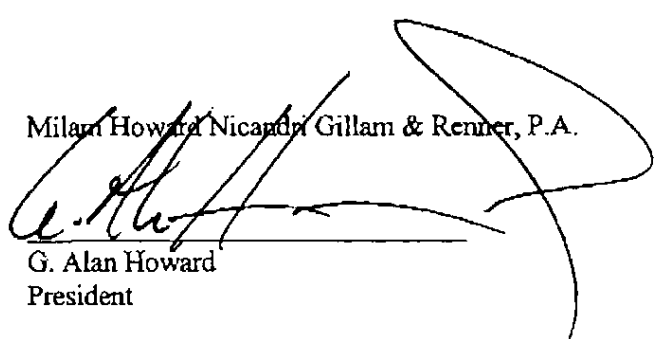

G. Alan Howard, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned individual hereby agrees to act in this capacity, and further agrees to comply with these provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 14th day of August, 2017.

Milan Howard Nicandri Gillam & Renner, P.A.


G. Alan Howard
President