

N95000000605

JANUARY 19, 1995

PROJECT HELPING HAND, INC
P.O. BOX 2911
ORLANDO, FLORIDA 32802-2911

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

800001388009
-01/24/95--01077--017
****131.25 ****131.25

Dear Sirs:

The Following document is an original copy of our Articles of Incorporation for a non profit corporation. We are forwarding this to your office along with a check in the amount of \$131.25, made payable to Department of State. If there are any questions please contact Mr. Dale J. Johnson at (407) 649-8005, or Mr. Stephen DeMatteis at (407) 240-3600.

Thank you,

Dale J. Johnson
Director/Incorporator
Initial Registered Agent

FILED
1995 FEB -7 AM 11:30

V.P. \$131.25
1/26/95
407-240-3600
407-649-8005
N95-605



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

January 26, 1995

DALE J. JOHNSON
PROJECT HELPING HAND, INC.
P.O. BOX 2911
ORLANDO, FL 32802-2911

SUBJECT: PROJECT HELPING HAND, INC.
Ref. Number: W95000001858

We have received your document for PROJECT HELPING HAND, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 495A00003339

ARTICLES OF INCORPORATION

OF

PROJECT HELPING HAND, INC.

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We the undersigned, desire to form a not-for-profit corporation under the Florida Not For Profit Corporation Act of the State of Florida, pursuant to chapter 617 of the Florida Statutes, do hereby adopt and certify the following Articles of Incorporation for such a corporation.

Article I

The Name of the Corporation shall be **PROJECT HELPING HAND, INC.**, (the "Corporation") with the principal office of the corporation to be located in the city of Orlando, county of Orange, in the State of Florida. The Mailing Address is P. O. Box 2911, Orlando, Florida 32802-2911.

Article II

The period of duration of this Corporation is perpetual, unless dissolved according to Article IX of these Articles of incorporation or the Florida Not For Profit Corporation Act. Corporate existence shall commence upon the filing of these Articles of Incorporation by the Secretary of the State of Florida.

Article III

The purpose for which this Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporations Act and the Florida Not For Profit Corporation Act that are organized for such purpose or purposes as follows:

The mission of Project Helping Hand, Inc. is to raise monies to facilitate the production and delivery of freshly cooked meals, free to those people with AIDS or HIV related illnesses and disabilities who need them. Individuals will be served without regard to race, age, color, sex, sexual orientation, religion, political affiliation, or national origin.

A primary function of the Corporation shall be to obtain public and private monies, and to provide equal access to nutritious meals to those affected by the AIDS virus.

The Primary means to be used by the corporation in achieving its purpose shall be:

1. To develop a methodology to obtain monies, i.e., fund raising, to meet the goals of the Corporation which in broad terms are two (2) nutritionally balanced meals, prepared, packaged, and delivered to the clients place of residence.

This Corporation shall be organized exclusively for charitable purposes and shall be authorized to exercise the powers permitted Not For Profit Corporations under Chapter 617, the Florida Not For Profit Corporation Act, of the Florida Statutes, provided, however, that this Corporation, in exercising any one or more such powers, shall do so in the furtherance of the exempt purpose for which it has been organized, as described in section 501 (c) 3 of the Internal Revenue Code.

Article IV

The method of election to the Corporations Board of Directors will be outlined in the Corporations By-Laws.

Article V

The name and street address of the Corporation's initial registered agent and his or her office is as follows:

Dale J. Johnson, 1893 Cranberry isles Way, Apopka, Florida 32712-2150

Article VI

The Number of directors/incorporators constituting the initial Board of Directors of the Corporation is three (3). The Board shall be composed of no less than three (3) members, the exact number to be determined annually by the Board of Directors. The Directors shall be elected, or appointed, in accordance with the By-Laws of the corporation. The names and addresses of the persons who are the initial directors/incorporators of the Corporation are as follows:

Dale J. Johnson of 1893 Cranberry Isles Way, Apopka, Florida 32712-2150

Stephen DeMatteis of 2506 South Conway Road #15, Orlando, Florida 32812

M. Patrick O'Brien of 1664 Baker Street N.E., Palm Bay, Florida 32907

Article VII

The Board of Directors is empowered to make, alter, or repeal the Articles of Incorporation of this Corporation without restriction of their powers conferred by statute.

Article VIII

No part of the net earnings of the Corporation shall insure to the benefit of, or be distributable to its members, directors, 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 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 (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.

Article IX

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of sections 501(c)3 and 170(c)2 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.

IN WITNESS WHEREOF, we have hereunto subscribed our names

this 14th day of January, 1995 Dale J. Johnson
Dale J. Johnson, Director/Incorporator

this 9th day of January, 1995 Stephen DeMatteis
Stephen DeMatteis, Director/Incorporator

this 19th day of January, 1995 M. Patrick O'Brien
M. Patrick O'Brien, Director/Incorporator

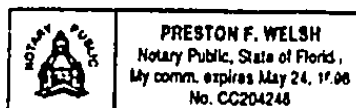
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a notary public, personally appeared Dale J. Johnson, Stephen DeMatteis, and M. Patrick O'Brien, the Directors, respectively, whose names are signed to the attached or foregoing instrument, were sworn and declared to be the undersigned officer that he/she signed.

Subscribed and sworn to before me on this 19th day of January, 1995.

Preston F. Welsh
Notary Public
State of Florida at Large

My commission expires: May 24, 1998



February 4, 1995

FILED
1995 FEB - 7 PM 11:30

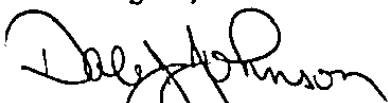
Florida Department of State
Sandra B. Mortham
Secretary of State
Corporate Records Department
P.O. Box 6327
Tallahassee, Florida 32314

Re: Ref. Number W95000001858
~~Project Helping Hand, Inc.~~
Project Helping Hand, Inc.

Dear Ms. Mortham,

I am hereby familiar with and accept the duties and responsibilities as registered agent for above mentioned corporation.

With Regards,



Dale J. Johnson
Director/Incorporator
Registered Agent

