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February 6, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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Re: CHILDREN'S HOPE OF AMERICA, INC.

Dear Sir/Madam:

Enclosed are the original and one duplicate of the proposed Articles of Incorporation of the above captioned corporation.

Please endorse your approval of the articles on the duplicate copy, certify same, and return the certified copy of this office in the enclosed mailing envelope. It is understood that the original document with your endorsed approval is to be filed in your records pursuant to Florida law.

A check in the amount of \$122.50 is enclosed to cover the filing fee and certification of the copy.

If any further charges are required, or if, for any reason, the articles do not meet current requirements, please so notify the undersigned by collect telephone call (904) 351-3000.

Sincerely,

RICHARD, BLINN & HALDIN, P.A.

By: 

William C. Haldin, Jr.

WCH/uf
Enclosures
cc: James M. Koonce

SDC

5 FEB -3 PM 1995

ARTICLES OF INCORPORATION
OF
CHILDREN'S HOPE OF AMERICA, INC.

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is CHILDREN'S HOPE OF AMERICA, INC.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charity and for other charitable purposes, by the distribution of its funds for such purposes, and particularly to provide financial and other assistance for needy children.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-

exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

ARTICLE V

The street address of the initial registered office of the corporation is 1450 NW 119 Court, Ocala, County of Marion, State of Florida. The name of its initial registered agent at such address is James M. Koonce. This is also the mailing address of the corporation.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be nine (9) ; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on February 24, 1995, at 7:30 p.m., at Arrowhead Campsites Meeting Room, 1720 NW 38th Avenue, Ocala, Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the first annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 7:30 p.m., on the last Friday in February of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie

evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

NAME	RESIDENTIAL ADDRESS
James M. Koonce	1450 NW 119th Court Ocala, Florida 34482
Molly J. Koonce	1450 NW 119th Court Ocala, Florida 34482
Larry Gene Clayton	7225 SW 14th Street Ocala, Florida 34474
Sarah J. Clayton	7225 SW 14th Street Ocala, Florida 34474
Carl Roller	11429 SE Highway 464-C Ocklawaha, Florida 32179
David Hill	7865 W. Highway 40, Lot 107 Ocala, Florida 34481
Roy Hartman	13398 SW 6th Lane Ocala, Florida 34481
Doris Hartman	13398 SW 6th Lane Ocala, Florida 34481
Donna Alderman	13553 SW 8th Street Ocala, Florida 34481

ARTICLE VII

The name and address of each incorporator are:

NAME	ADDRESS
James M. Koonce	1450 NW 119th Court Ocala, Florida 34482
Larry Gene Clayton	7225 SW 14th Street Ocala, Florida 34474

ARTICLE VIII

The board of directors shall elect the following officers: president, vice president, treasurer, and secretary, and such other

officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

NAME	TITLE	RESIDENTIAL ADDRESS
James M. Koonce	President	1450 NW 119th Court Ocala, Florida 34482
Carl Roller	Vice President	11429 SE Hwy 464-C Ocklawaha, FL 32179
Donna Alderman	Secretary	13553 SW 8th Street Ocala, Florida 34481
Sarah J. Clayton	Treasurer	7225 SW 14th Street Ocala, Florida 34474

ARTICLE IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

ARTICLE X

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private

individual.

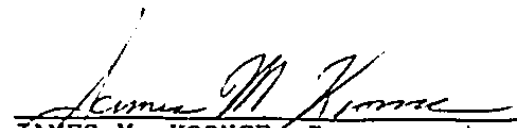
ARTICLE XI

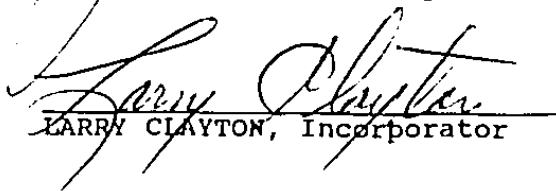
Upon the dissolution of winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on February 3, 1995.

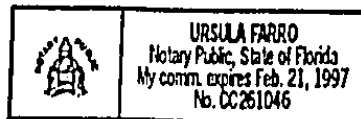

JAMES M. KOONCE, Incorporator


LARRY CLAYTON, Incorporator

STATE OF FLORIDA
COUNTY OF MARION

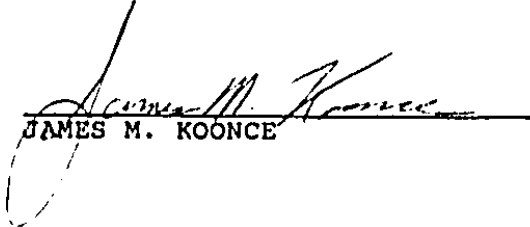
The foregoing instrument was acknowledged before me this
3rd day of February, 1995, by JAMES M. KOONCE
and LARRY GENE CLAYTON who are [] personally known to me or who
[X] have produced Florida Drivers Licenses as
identification and who did take an oath.

Ursula Farro
Notary Public, State of Florida
Print Ursula Farro
My Commission Expires: 2/21/97



ACCEPTANCE BY REGISTERED AGENT

I hereby accept my designation as Registered Agent for CHILDREN'S HOPE OF AMERICA, INC. as set forth in Article IV of the foregoing Articles of Incorporation, this 3rd day of February, 1995.


JAMES M. KOONCE

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