

Raymond P. Virgilio

Certified Public Accountant

Licensed in Florida & New Jersey
Member AICPA

Handwritten: NP 500001544

5331 Commercial Way (Suite 209) Spring Hill, FL 34606
Tel. (904) 596-1985 Fax (904) 596-1070

March 16, 1995

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

Vertical stamp: RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MARCH 23 PM 1:36

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for Seven Hills Charitable Fund, Inc.
and a check to cover the fee.

Please return the approved Articles to me at the above address. If you have any questions,
please do not hesitate to contact me.

Sincerely,

Handwritten signature: Raymond Virgilio

Raymond P. Virgilio, CPA

500001436935
-03/22/95--01100--010
*****70.00 *****70.00

Stamp: AUTHORIZATION BY PHONE TO
CORRECT 00670 ACCEPTANCE
DATE 03/23/95
REC. EXAM AB
GAVE

Handwritten: 3/23/95

Handwritten: TB

Handwritten: 0095-6451

Handwritten: 00670
00524 - Need
00671 Reg. Agent
address for



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 23, 1995

RAYMOND P. VIRGILIO CPA
5331 COMMERCIAL WAY STE. 209
SPRING HILL, FL 34606

SUBJECT: SEVEN HILLS CHARITABLE FUND, INC.
Ref. Number: W95000006451

We have received your document for SEVEN HILLS CHARITABLE FUND, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

THE REGISTERED AGENT LISTED IN ARTICLE NUMBER SIX MUST STATE THE ADDRESS FOR THE REGISTERED AGENT.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 395A00013134

ARTICLES OF INCORPORATION
OF
SEVEN HILLS CHARITABLE FUND, INC.

5711 1977
25 MAR 20 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is:
SEVEN HILLS CHARITABLE FUND, INC.

ARTICLE TWO

The address of the principal office of the Corporation is 1109B Audie Brook Drive, Spring Hill, Florida 34608. The mailing address of the Corporation is the same.

ARTICLE THREE

The purpose for which the Corporation is organized is to provide charitable services to the community within the state of Florida and to collect charitable funds for the purpose of supporting this charitable effort.

ARTICLE FOUR

The method of election of the directors of the Corporation is set forth in the by-laws.

ARTICLE FIVE

The corporation will have members. The by-laws of the Corporation contain provisions relating to qualifications for membership, the rights of member and other such matters.

ARTICLE SIX

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent for the Corporation is Richard N. Leger, 1109B Audie Brook Drive, Spring Hill, Florida 34608.

OFFICERS LIST

The name and address of the Am or ponat are as follows:

PRESIDENT: Richard Leger, 11020 Audre Brook Drive, Spring Hill, Florida 34606

VICE PRESIDENT: Carolyn McCawley, 1027 Brook Drive, Spring Hill, Florida 34606

SECRETARY/TREASURER: Connie Miller, 1451 Overland Drive, Spring Hill, Florida 34606

Richard Leger
President and Registered Agent
AS REGISTERED AGENT I HEREBY ACCEPT DESIGNATION

Carolyn McCawley
Vice President

Connie D. Miller
Secretary/Treasurer

RECORDED
FALL 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF HERNANDO)

The foregoing instrument was acknowledged before me this 3/16/95 date
by Richard N. Leger who has produced Florida Drivers Lic. as identification
and who did (not) take an oath.

In witness whereof, I have hereunto set my hand and official seal in the Cour y
and State aforesaid, this 16th day of March, 1995.

My commission expires:
June 3, 1998

Geraldine C. Meurant
Geraldine C. Meurant
Notary Public



Raymond P. Virgilio

Certified Public Accountant

Licensed in Florida & New Jersey
Member AICPA

5331 Commercial Way (Suite 209) Spring Hill, FL 34606
Tel (904) 596-1985 Fax (904) 596-1070

N95000001544

March 4, 1996

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

600001766346
-04/02/96--01059--016
*****35.00 *****35.00

Att: Amendment Division

To Whom It May Concern:

Enclosed please find ARTICLES OF AMENDMENT for Seven Hills Charitable and Inc.

I have enclosed a check in the amount of \$35.00 for the filing fee.

Please return the approved amended articles of incorporation to this office, 7375 Commercial Way, Weeki Wachee, FL 34613.

Should you need any additional information, please contact me.

Sincerely,

Raymond Virgilio

Raymond P. Virgilio, CPA

RPV/lis

Enc.

cc: Seven Hills

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 APR -1 PM 4:09

FILED

AUTHORIZATION BY SIGNATURE

NAME

DATE

REG. EXAM.

Christine Virgilio

Champ Amendto 617

4/5/96

Amendment
4/5/96
DC

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

SEVEN HILLS CHARITABLE FUND, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

ARTICLE NUMBER THREE (3)
"see attached page"

FILED
96 APR - 1 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The date of adoption of the amendment(s) was: March 1, 1996

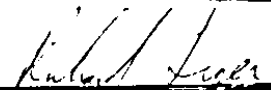
THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

SEVEN HILLS CHARITABLE FUND, INC.

Corporation Name



Signature of Chairman, Vice Chairman, President or other officer

RICHARD LEGER

Typed or printed name

PRESIDENT

Title

Date

Seven Hills Charitable Fund, Inc

The purpose for which the "Seven Hills Charitable Fund, Inc " is organized are exclusively religious, charitable, scientific, literary, and educational 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

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

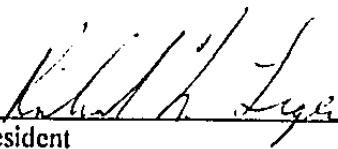
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. 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 such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLES OF AMENDMENT
Special Meeting
SEVEN HILLS CHARITABLE FUND, INC.

A Special Meeting of Seven Hills Charitable Fund, Inc. was held on Friday, March 1, 1996 in Spring Hill, Hernando County, Florida at 7:00 p.m. All officers and directors were present.

The purpose of said meeting was to discuss changing the PURPOSE of the corporation. Upon motion made, seconded and carried it was authorized to change the purpose of the corporation with the Secretary of State.

There being no further business to come before this meeting, motion was made to adjourn. Meeting adjourned at 8:30 p.m. on March 1, 1996.



President