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NA 60000 2136

Gentlemen:

Please file the enclosed Articles of Incorporation and send the certified copy and your acknowledgement to me in care of this office. Enclosed is our check in the sum of \$122.50 representing your filing fees.

Very truly, yours,

H. RANDOLPH KLEIN

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enc.

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ARTICLES OF INCORPORATION

OF

MARION COUNTY COALITION FOR THE HOMELESS, INC.

FILED  
55 MAR 28 PM 5:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I. - NAME

The name of the corporation shall be:

MARION COUNTY COALITION FOR THE HOMELESS, INC.

ARTICLE II. - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of the corporation shall be: 504 Emerald Road, Ocala, FL 34472

ARTICLE III. - PURPOSE

The purpose of the corporation is all lawful purposes including, but not limited to, assisting those in need with short term and long term shelter, housing referrals, food, clothing, job counseling, and vocational training, financial assistance and counseling, and psychological and spiritual counseling. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV. - MANNER OF ELECTION OF DIRECTORS

The affairs of the corporation shall be governed by a Board of Directors. The number of Directors, their qualifications, their terms of office, and the manner of their selection shall be determined by the bylaws.

ARTICLE V. - MEMBERS

The membership of the corporation shall be in the manner provided by the Bylaws.

ARTICLE VI. - LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes or the corresponding section of any future Florida Statute, unless limited as follows:

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 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 by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the 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 the corresponding section of any future tax code.

#### ARTICLE VII. - DISSOLUTION

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, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so dispensed 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.

#### ARTICLE VIII. - STREET ADDRESS OF INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office shall be:

504 Emerald Road  
Ocala, FL 34472

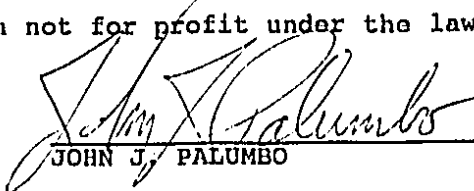
and the name of its initial Registered Agent at such address shall be: JOHN J. PALUMBO

ARTICLE IX. - INCORPORATOR

The names and street addresses of the incorporator for these Articles of Incorporation are:

John J. Palumbo  
504 Emerald Road  
P. O. Box 7007  
Ocala, FL 34472

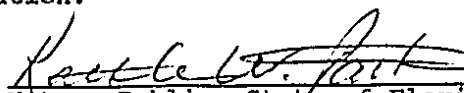
The undersigned incorporator has caused this instrument to be executed this 16 day of December 1994, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

  
JOHN J. PALUMBO

STATE OF FLORIDA  
COUNTY OF MARION


The foregoing Articles of Incorporation were sworn to and subscribed before me this 16 day of December, 1994, by JOHN J. PALUMBO, who is personally known to me or produced \_\_\_\_\_ as identification.



  
Notary Public, State of Florida

My commission expires:

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
JOHN J. PALUMBO  
Registered Agent

FILED  
95 JUN 28 AM 8:05  
TALLAHASSEE, FLORIDA