

795 000002148

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224 8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 MAY -4 PM 1:44

AB 5/4/95

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY AAK

WALK-IN
 Will Pick Up 5-7-95 1200

RE: Rehearsal Project
Inc

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
	500000 475000	
	75204.295 11050.024	
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<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF

NEHEMIAH PROJECT, INC.,

A Florida Corporation Not for Profit

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I: NAME

The name of the corporation shall be Nehemiah Project, Inc.,
a Florida Corporation Not for Profit.

ARTICLE II: DURATION

The duration of this corporation shall be perpetual.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 3082 Carter Street, #602, Orlando, Florida 32805, and the name of its original registered agent at said address is Theodore H. Freeman, Jr. The principal address and the registered office address are the same.

ARTICLE IV: PURPOSE

This corporation is formed to operate as a religious and charitable organization, including, but not limited to, the following purposes:

A. To provide and maintain a health clinic staffed by volunteer licensed medical practitioners and other volunteer workers for the benefit of persons with low income;

B. To provide food, clothing and a home visitation service to help the elderly, mothers with sick children and others with housecleaning, personal care, meals and other assistance;

C. To collect and distribute funds for accomplishment of its purposes;

D. To operate exclusively for such other religious and charitable purposes as will qualify this corporation as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), including for such purposes the making and distributions to organizations that qualify as tax exempt organizations under said Code.

ARTICLE V: CORPORATE POWERS

The corporate powers of this corporation are as follows:

A. To make distributions to organizations that qualify as exempt organizations under Section. 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law);

B. To adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "Corporation Not for Profit";

C. To elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation;

D. To adopt, change, amend and repeal By-Laws, not inconsistent with law or these Articles of Incorporation, for the administration of affairs of this Corporation and the exercise of its corporate powers;

E. To increase the number of its directors so that the number shall not be less than three (3) but may be any number in excess thereof, not to exceed fifteen (15);

F. To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its

notes, bonds and other obligations and secure any of its obligations by mortgages or pledge of all or any of its property or income;

G. To conduct its affairs, carry on its operations, have offices and exercise the powers granted pursuant to the laws of the State of Florida and the United States of America;

H. To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or deal in and with real or personal property, or any interest therein, wherever situated;

I. To acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein;

J. To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

K. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests in or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States of America or of any other government, state, territory, governmental district, municipality or of any instrumentality thereof;

L. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as

security for the payment of funds so loaned or invested;

M. To make donations for the public welfare or for religious, charitable or other similar purposes;

N. To have and to exercise any and all of the purposes for which this corporation is organized.

ARTICLE VI: QUALIFICATIONS OF DIRECTORS

Qualifications of directors of this corporation shall be as follows:

A. Each director must have experienced a scriptural new birth and baptism and acknowledge that the Bible is the inspired Word of God.

B. Each director shall at all times conduct himself or herself in a manner that would not reflect adversely on Christ, His church or this organization.

C. Each director shall be of good moral character and willing to use his or her abilities, both individually and collectively, to improve the spiritual and material health and welfare of individuals and families regardless of age, gender, race, creed or religious background.

D. Each director shall attend church regularly unless this requirement is waived by the Board of Directors.

ARTICLE VII: BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation is three (3), and the names and addresses of these persons who are to serve as the initial directors are:

NAME

ADDRESS

Theodore H. Freeman, Jr.

3082 Carter Street, #602
Orlando, Florida 32805

Lydia H. Salaam-Freeman

3082 Carter Street, #602
Orlando, Florida 32805

Paulette M. Rhodes

3402 Basic Place, #3402
Orlando, Florida 32805

The manner in which directors are elected is contained in the By-laws.

ARTICLE VIII: AMENDMENTS

The Constitution and By-Laws and the Articles of Incorporation can be amended in the manner provided by the laws of the State of Florida at the time of the amendment.

ARTICLE IX: EARNINGS AND ACTIVITIES

A. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that this 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 IV hereof. No substantial part of any activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles of Incorporation, this corporation shall be carried on by:

1. A corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or
2. By a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United

States Internal Revenue Law).

B. The Board of Directors may cause this corporation to solicit, collect, receive, accumulate, administer and disburse funds in such a manner as will, in the sole discretion of the Board of Directors, most effectively operate to further the purposes of this corporation.

ARTICLE X: DISSOLUTION

Upon dissolution of Nehemiah Project, Inc. and the winding up of its affairs, the assets of this corporation shall be distributed exclusively for religious or charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or any superseding section.

ARTICLE XI: INCORPORATORS

The name and address of the person forming this corporation is:

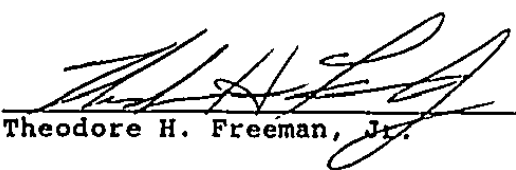
NAME

ADDRESS

Theodore H. Freeman, Jr.

3082 Carter Street, #602
Orlando, Florida 32805

DATED this 2 day of April, 1995.



Theodore H. Freeman, Jr.

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Theodore H. Freeman, Jr., () personally known or (X) I.D. produced FDL FL5588-50-418-0, to me well known to be the person

described in and who subscribed the Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Maitland, Orange County, Florida, this 24 day of April, 1995.


Notary Public
Name: Helene E. Davis
My Commission Expires:



OFFICIAL SEAL
HELENE E. DAVIS
My Commission Expires
May 2, 1997
Comm. No. CC 281865

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM THE PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY -4 PM 1:44

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Nehemiah Project, Inc., desiring to organize or qualify as a corporation not for profit under the laws of the State of Florida, with its principal place of business at Orlando, Florida, has named Theodore H. Freeman, Jr., located at 3082 Carter Street, #602, Orlando, Florida 32805, as its agent to accept service of process with Florida.

By: 

(Corporate Officer)

Title: PRESIDENT

Date: 4/26/95

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By: 

(Resident Agent)

Date: 4/26/95