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JOHN H. MYERS
ATTORNEY AT LAW

27 Fletcher Ave.
Sarasota, Florida 34237
Phone (813) 955-2228
Fax (813) 955-1291

May 4, 1995

Secretary of State
Corporate Records
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32301

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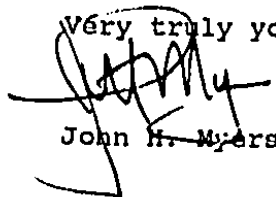
Re: Articles of Incorporation
of Adopt A Friend Foundation, Inc.

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation of Adopt A Friend Foundation, Inc. for filing, together with my check in the amount of \$122.50 to cover the cost of same.

Please register the Articles and return the recorded copy to the undersigned. Thank you.

Very truly yours,


John H. Myers

JHM/mm

enc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

5206

ARTICLES OF INCORPORATION
OF
ADOPT A FRIEND FOUNDATION, INC.

BY THESE ARTICLES OF INCORPORATION, the incorporators form a non-profit corporation under Florida law.

NAME

The name of this corporation is ADOPT A FRIEND FOUNDATION, INC.

TERM

This corporation shall exist perpetually.

PURPOSE

The purpose of this corporation is to implement an out reach service focused on seeking out needful individuals in every area of need and answer their needs with one-on-one involvement.

REGISTERED AGENT

The initial principal office of the Corporation shall be located at 315 - 51st Avenue Terrace West, Bradenton, FL 34207. The initial registered agent for this corporation at that address shall be Gail Bucci.

DIRECTORS

There shall be five members of the initial Board of Directors of the Corporation. The directors shall be elected as provided in the by-laws. The names of the persons who are to serve as Directors until the first election thereof are as follows:

Gail Bucci
Sharon T. Albrecht
Peter Schoenfeld
Charles McFarland
Juergen Salathe

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MEMBERS

The Corporation shall have members. Membership shall be open to any concerned citizen interested in the work of our organization. The incorporators will be Gail Bucci, Sharon T. Albrocht, Peter Schoenfeld, Charles McFarland and Juergen Salathe.

INCORPORATORS

The name and residence address of the subscriber of these Articles of Incorporation is:

Gail Bucci - 315 51st Ave Terrace, Bradenton, FL 34207
Sharon T. Albrocht - 4486 DelSol Blvd., Sarasota, FL 34243
Peter Schoenfeld - 223 Oak Hill Dr., Sarasota, FL 34232
Charles McFarland - 2750 Stickney Pt. Rd #107, Sarasota, FL 34231
Juergen Salathe - 6405 Addington Pl., University Park, FL 34201

DATED on the 13th day of April, 1995.

Gail Bucci
GAIL BUCCI

Sharon T. Albrocht
SHARON T. ALBRECHT

Peter Schoenfeld
PETER SCHOENFELD

Charles McFarland
CHARLES MC FARLAND

Juergen Salathe
JUERGEN SALATHE

CONSENT OF REGISTERED AGENT

The undersigned hereby consents to acting as registered agent for this corporation.

Gail Bucci
GAIL BUCCI

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