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| Mail out | Will wait Photocopy | Certificate of Status | |
| Profit | Amendment Amendment | | |
| NonProfit | Resignation of R.A., Officer/ Di | rector | |
| Limited Liability | Change of Registered Agent | | |
| Domestication | Dissolution/Withdrawal | | |
| Other | Merger | NVIS 96 | |
| OTHER FILINGS | PREGISTRATION | RECEIVED 96 JAN -5 AN ID- 01 DIVISION OF CORFORATION | |
| Annual Report | QUALIFICATION S | CER CER | |
| Fictitious Name | Foreign | | |
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| | Reinstatement | · · · · · · · · · · · · · · · · · · · | |
| | Trademark | | |
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| | | Examiner's Initials | |



ARTICLES OF INCORPORATION OF THE LAWRENCE CORPORATION

Article I Name of Corporation

The name of this Florida not-for-profit corporation is The Lawrence Corporation (the "Corporation").

Article II Mailing Address

The Corporation's mailing address is:

1902 Ilex Street South Bay, Florida 33493-2013

Article III Purpose of Corporation

The Corporation is a Florida not-for-profit corporation organized for the following purposes:

- 1. to help HIV/AIDS patients find loving homes for their children when the patients can no longer provide it for them;
- 3. to provide resources to help families obtain financial help needed to support the children of HIV/AIDS patients;
- 4. to provide counseling to the children of HIV/AIDS patients after the death of the parent from AIDS;
- 5. to provide HIV/AIDS awareness and prevention;
- 6. to organize support groups for HIV/AIDS patients; and
- 7. to engage in all other lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized, so far as is or may be permitted by Code Section 501(c)(3).

All references to the Code in these Articles of Incorporation are to the Internal Revenue Code of 1986, as amended, or to corresponding provisions of future United States tax law.

Article IV Initial registered Agent and Office

The name and office address of the Corporation's initial registered agent is:

Mrs. Martha Harvey 2502 Ilex Court South Bay, Florida 33493

Article V Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The names and addresses of the persons who shall serve as the initial directors of the Corporation are:

Sheila Lawrence 1902 Ilex Street South Bay, FL 33493

Jacquelyn Bellinger 1808 S.E. Gaskins Circle Port St. Lucie, FL 34959

Cynthia Harvey 2502 Ilex Court South Bay, FL 33493

Tara Lawrence 679 SW 3rd Street Belle Glade, FL 33430 Martha Harvey 2502 Ilex Court South Bay, FL 33493

Article VI Incorporator

The name and address of the person signing these Articles of Incorporation as incorporator is:

Mrs. Sheila Lawrence 1902 Ilex Street South Bay, FL 33493

Article VII Dissolution

Upon the dissolution or winding up of the 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 Code Section 501(c)(3).

Article VIII Limitations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Code Section 501(h)), and the Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Section 170(a).

The undersigned incorporator has executed these Articles of Incorporation this 27 day of November. 1995.

Sheila Lawrence Sheila Lawrence

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That The Lawrence Corporation, desiring to organize under the laws of the State of Florida, has named Martha Harvey, located at 2502 llex Court, South Bay, FL 33493, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this <u>27</u> day of November, 1995.

ered Agent

WPB/57994-1