

THOMAS V. CLOSE

ATTORNEY AT LAW

Suite 11A • Wellington Mall
12794 W. Forest Hill Boulevard
Wellington, Florida 33414

Telephone (407) 798-5535
Facsimile (407) 798-5595

January 29, 1996

Secretary of State
Corporate Division
409 East Gaines
Tallahassee, FL 32301

RE: THE HELP OUR PEOPLE ENDURE FARM FOUNDATION, INC.
A FLORIDA CORPORATION - NOT FOR PROFIT
ARTICLES OF INCORPORATION

Dear Sir/Madam:

Enclosed for filing, please find the original Articles of Incorporation of THE HELP OUR PEOPLE ENDURE FARM FOUNDATION, INC., together with a copy, with an effective date of FEBRUARY 1, 1996. Also enclosed is a check in the sum of \$122.50 in payment of the filing fee, certified copy and registered agent designation.

Thank you for your assistance.

Sincerely yours,



THOMAS V. CLOSE

TVC:tr
enclosures

EFFECTIVE DATE
2-1-96

N960000000640

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB-2 AM 7:45

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2/7/96


ARTICLES OF INCORPORATION
OF
THE HELP OUR PEOPLE ENDURE FARM FOUNDATION, INC.
A FLORIDA CORPORATION
Not for Profit

EFFECTIVE DATE
2-1-96

ARTICLE I - NAME

The name of this Corporation is THE HELP OUR PEOPLE ENDURE FARM FOUNDATION, INC.

SECRET
STATE
TALLAHASSEE, FLORIDA
FEB - 2 AM 7:45

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing FEBRUARY 1, 1996.

ARTICLE III - ADDRESS

The street address of the initial principal office of the corporation and the corporation's mailing address is: 21100 59 Lane North, Loxahatchee, Florida 33470.

ARTICLE IV - PURPOSE

This Corporation is organized in order to engage in any lawful purpose or purposes not for pecuniary profit; to provide a full range of educational, vocational, and job training experiences, including humanitarian support services to persons who are under privileged, disadvantaged, uneducated, skill deficient, abused, disturbed, medically needy and in need of support in their effort to achieve a higher and better state of well being in order to make a contribution to mankind; and, for such other purposes and powers as set forth in Florida Statutes 617.0302 and not specifically excepted in the Bylaws of this Corporation.

ARTICLE V - DIRECTORS

There shall be not less than three (3) members of the Board of Directors of the Corporation. The number of members of the Board of Directors and their manner of election shall be determined by the bylaws of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James Morris	21100 59 Lane North Loxahatchee, FL 33470
Anna Morris	21100 59 Lane North Loxahatchee, FL 33470
Thomas V. Close	12794 W. Forest Hill Blvd., #11A Wellington, FL 33414

ARTICLE VI - REGISTERED OFFICE AND AGENT

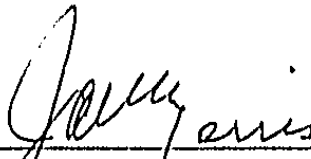
The initial registered office of the Corporation shall be located as 21100 59 Lane North, Loxahatchee, FL 33470. The initial registered agent of the Corporation at that address shall be James Morris.

ARTICLE VII - INCORPORATORS

The names and residence addresses of the subscribers of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
James Morris	21100 59 Lane North Loxahatchee, FL 33470

IN WITNESS WHEREOF, we have subscribed our names this 30th day of January, 1996.


JAMES MORRIS
Incorporator

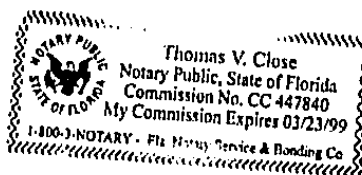
STATE OF FLORIDA, COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES MORRIS, personally known to me, or who provided a Florida driver's license as identification, who acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30th day of January, 1996.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires: 3/23/99



STATE OF FLORIDA
DEPARTMENT OF STATE

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT THE HELP OUR PEOPLE ENDURE FARM FOUNDATION, INC.,
-- DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 21100 59 LANE NORTH,
LOXAHATCHEE, FL 33470, HAS NAMED JAMES MORRIS, REGISTERED AGENT,
LOCATED AT 21100 59 LANE NORTH, LOXAHATCHEE, FL 33470, COUNTY OF PALM
BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE


JAMES MORRIS

TITLE:

Acting Director

DATE:

1-30-96

ACCEPTANCE:

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE
CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER
AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER PERFORMANCE OF MY DUTIES.


JAMES MORRIS,

REGISTERED AGENT

DATED: 1/30, 1996

THOMAS V. CLOSE

N9600000640

Telephone (407) 798-5535
Facsimile (407) 798-5595

November 12, 1996

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-11/13/96--01129--017
*****87.50 *****87.50

Federal Express

Secretary of State
Corporate Division
409 East Gaines
Tallahassee, FL 32301

RE: THE HELP OUR PEOPLE ENDURE FARM FOUNDATION, INC.
A FLORIDA CORPORATION - NOT FOR PROFIT
ARTICLES OF AMENDMENT

Dear Sir/Madam:

Enclosed for filing, please find the original Articles of Amendment of THE HELP OUR PEOPLE ENDURE FARM FOUNDATION, INC., together with a copy. Also enclosed is a check in the sum of \$87.50 in payment of the filing fee and certified copy fee.

Please return the certified copy via Federal Express using the FedX material enclosed. Thank you for your assistance.

Sincerely yours,



THOMAS V. CLOSE

TVC:tr
enclosures

SH 11/19

FILED
96 NOV 13 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
THE HELP OUR PEOPLE ENDURE FARM FOUNDATION, INC.
A FLORIDA CORPORATION
NOT FOR PROFIT

FILED
95 NOV 13 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE A

THESE ARTICLES OF AMENDMENT AMEND THE ARTICLES OF INCORPORATION OF THE HELP OUR PEOPLE ENDURE FARM FOUNDATION, INC., WHICH WAS INCORPORATED IN THE STATE OF FLORIDA EFFECTIVE FEBRUARY 1, 1996.

ARTICLE B

THE ARTICLES OF INCORPORATION HAVE BEEN AMENDED BY THE DELETION OF THE PREVIOUS ARTICLE IV - PURPOSE, AND A SUBSTITUTION OF THE FOLLOWING ARTICLE IV:

"ARTICLE IV - PURPOSE

This Corporation is organized in order to engage in lawful not for pecuniary profit; to provide a full range of educational, vocational, and job training experiences, including humanitarian support services to persons who are under privileged, disadvantaged, uneducated, skill deficient, abused, disturbed, medically needy and in need of support in their effort to achieve a higher and better state of well being in order to make a contribution to mankind.

Said organization 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 corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of

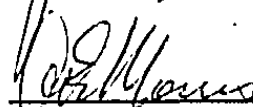
...
... section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 C

THE CORPORATION DOES NOT HAVE MEMBERS, AND THE FOREGOING AMENDMENT WAS ADOPTED BY A UNANIMOUS VOTE OF THE BOARD OF DIRECTORS AT A DULY HELD SPECIAL MEETING OF THE BOARD OF DIRECTORS ON NOVEMBER 12, 1996.



JAMES MORRIS, PRESIDENT



ANA MORRIS, SECRETARY

THOMAS V. CLOSE, Attorney at Law

Suite 11A - Wellington Mall
12704 W. Forest Hill Boulevard
Wellington, Florida 33414

Telephone (561) 700-5535
Facsimile (561) 700-5505

N96000000640

May 7, 1997

Federal Express

Secretary of State
Corporate Division
409 East Gaines
Tallahassee, FL 32301

RE: THE HELP OUR PEOPLE ENDURE FARM FOUNDATION, INC.
A FLORIDA CORPORATION - NOT FOR PROFIT
SECOND ARTICLES OF AMENDMENT

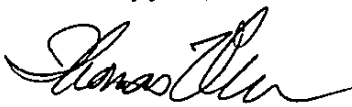
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-05/08/97--01124--006
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed for filing, please find the original Second Articles of Amendment of THE HELP OUR PEOPLE ENDURE FARM FOUNDATION, INC., together with a copy. Also enclosed is a check in the sum of \$87.50 in payment of the filing fee and certified copy fee.

Please return the certified copy via Federal Express using the FedEx material enclosed. Thank you for your assistance.

Sincerely yours,


THOMAS V. CLOSE

TVC:tr
enclosures

Amendment
5/14/97
DC

FILED
97 MAY -8 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND
ARTICLES OF AMENDMENT

OF

THE HELP OUR PEOPLE ENDURE FARM FOUNDATION, INC.

A FLORIDA CORPORATION
NOT FOR PROFIT

FILED
97 MAY -8 PM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE A

THESE SECOND ARTICLES OF AMENDMENT AMEND THE ARTICLES OF INCORPORATION OF THE HELP OUR PEOPLE ENDURE FARM FOUNDATION, INC., AS AMENDED BY THE ARTICLES OF AMENDMENT APPROVED NOVEMBER 12, 1996 WHICH WAS INCORPORATED IN THE STATE OF FLORIDA EFFECTIVE FEBRUARY 1, 1996.

ARTICLE B

THE ARTICLES OF INCORPORATION HAVE BEEN AMENDED BY THE DELETION OF THE PREVIOUS ARTICLE IV - PURPOSE, AND A SUBSTITUTION OF THE FOLLOWING ARTICLE IV:

"ARTICLE IV - PURPOSE

This Corporation is organized in order to provide a full range of educational, vocational, and job training experiences, including humanitarian support services to persons who are under privileged, disadvantaged, uneducated, skill deficient, abused, disturbed, medically needy and in need of support in their effort to achieve a higher and better state of well being in order to make a contribution to mankind.

Said organization 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 corresponding section of any future federal tax code.


No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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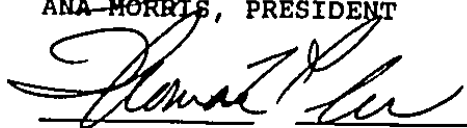
distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 C

THE CORPORATION DOES NOT HAVE MEMBERS, AND THE FOREGOING AMENDMENT WAS ADOPTED BY A UNANIMOUS VOTE OF THE BOARD OF DIRECTORS AT A DULY HELD SPECIAL MEETING OF THE BOARD OF DIRECTORS ON MAY 1, 1997.



ANA MORRIS, PRESIDENT



THOMAS V. CLARKE, SECRETARY