



LAW OFFICES
**Florida Rural
Legal Services, Inc.**

REPLY TO: Fort Myers

William M. Michette, III
PRESIDENT, BOARD OF DIRECTORS

Peter F. Helwig
EXECUTIVE DIRECTOR

Main Office:

963 East Memorial Blvd.
Post Office Box 24688
Lakeland, FL 33802-4688
(941) 688-7376
Client Use Only
1 (800) 277-7680

Branch Offices:

406 S. E. Avenue E.
Suite 102
Della Glade, FL 33430
(407) 996-5266
1 (800) 277-7447

2254 McGregor Blvd. Plaza
Post Office Box 219
Fort Myers, FL 33902-0219
(941) 334-4354
Client Use Only
1 (800) 476-8937

200 South Indian River Dr.
Suite 101
Post Office Box 4333
Fort Pierce, FL 34948-4333
(407) 466-4766
Client Use Only
1 (800) 476-4537

106 South Second Street
Post Office Box 1109
Immokalee, FL 33934
(941) 657-3681
Client Use Only
1 (800) 476-1837

423 Fern Street
Suite 220
West Palm Beach, FL 33401
(407) 820-8902
Client Use Only
1 (800) 284-4588

May 15, 1996

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Florida Department of State
Division of Corporations
P.O. Box 6227
Tallahassee, FL 32314

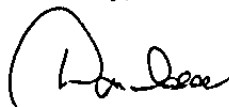
RE: Antioch Youth & Development Foundation, Inc.

Dear Sir or Madam:

Please find enclosed for filing the Articles of Incorporation and By Laws for the Antioch Youth & Development Foundation, Inc. A check is enclosed to cover the various fees.

Should there be any questions, please feel free to contact me.

Sincerely,


DON ISAAC
Attorney at Law

DI/mni

Enclosures

FILED
96 MAY 20 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF

ANTIOCH YOUTH AND DEVELOPMENT FOUNDATION, INC.

Notice is hereby given that the undersigned incorporators all being of full age, have associated themselves together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapter 617, Florida Statutes and we do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and we do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is Antioch Youth and Development Foundation, Inc. 163 Catina Street, Fort Myers, FL 33916.

ARTICLE II - CORPORATE PURPOSE

The object of the Corporation shall be to receive and maintain a fund or funds or real property or personal property or both, and to distribute and administer the fund or funds including any income or interest generated therefrom, exclusively for charitable, religious or educational purposes related to legal activities.

The purpose for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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96 MAY 20 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III - MEMBERSHIP

Section 1: Eligibility. Any person shall be eligible for membership in this Corporation upon application to and approval as provided in the Bylaws of the Corporation.

Section 2: Termination of Membership. Membership may be terminated as provided in the Bylaws of the Corporation.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - MANAGEMENT

Section 1. The affairs of the Corporation shall be managed with the assistance of Board of Directors. The Board of Directors shall consist of not less than three (3) and not more than twelve (12) persons. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

Section 2. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. These officers shall be elected and shall hold office in the manner provided in the Bylaws of the Corporation.

ARTICLE VI - INITIAL OFFICERS AND DIRECTORS

The names and addresses of the officers and directors who are to manage all of the affairs of the Corporation until the first annual meeting are:

Rev. Russell Brown, President
2 Kingman Circle
Fort Myers, Florida 33916

Bobby Faust, Sr. Vice President
5 Kingman Circle
Fort Myers, Florida 33916

Loreen P. Hughes, Treasurer
2255 Pauldo Street
Fort Myers, Florida 33916

Cassandra Scott, Secretary
5312 4th Street West
Lehigh Acres, Florida 33971

ARTICLE VII - BYLAWS AND AMENDMENTS TO THE ARTICLES
OF INCORPORATION

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting.

The Articles of Incorporation of this Corporation shall be amended to additional provisions added or adopted by a two-thirds vote of the member so the Board of Directors present or voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the change of Articles of Incorporation has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to Articles of Incorporation of non-profit Corporations.

ARTICLE VIII - GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes selected by the Board of Directors.

This corporation shall have no capital stock and shall pay no dividends to its incorporations, directors, officers or members. In addition, no part of the income of the corporation shall be distributed to its members, directors, officers or incorporators, provided that the Corporation may pass compensation in a reasonable amount to its members, directors, and officers for services rendered any may confer benefits upon its members in conformity with its purposes.

ARTICLE IX - REGISTERED OFFICE AND REGISTERED AGENT

The above-named incorporators, desiring to organize this

Corporation under the laws of the State of Florida, hereby designate the Corporation's Registered Office to be located at 5312 4th Street West, Lehigh Acres, Florida 33971, and hereby designated and appointed Cassandra Scott as the Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until his successor is selected and duly designated.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE XI - PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefit of officers, directors or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.
4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal

Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XII - DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal government or to a state or local government for exclusive public purpose.

ARTICLE XIII - INCORPORATORS

The name and address of the persons signing those Articles of Incorporation are:

Loreen P. Hughes
2255 Pauldo Street
Fort Myers, FL 33916

Rev. Russell Brown
2 Kingman Circle
Fort Myers, FL 33916

Loreen P. Hughes

Incorporators

Rev. Russell Brown

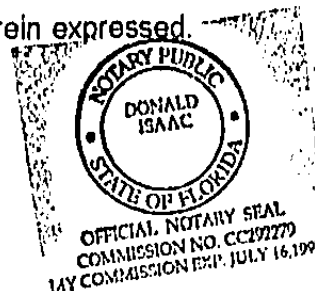
STATE OF FLORIDA)
COUNTY OF LEE)

FILED
96 MAY 20 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared
HUGHES, and REV. RUSSELL BROWN, to be well known and well known to be the
persons described in and who subscribed their names to the Articles of Incorporation,
and who are personally known to me 1/6 or produced the following identification

1/6, 1/6 and who acknowledged before me that they
executed such Articles of Incorporation for the purpose therein expressed.

Donald Isaac
Notary Public



My Commission Expires:

ACCEPTANCE

Having been named to accept service of process for Antioch Youth and Development
Foundation, Inc. at the place designated in the Articles of Incorporation, Cassandra Scott,
5312 4th Street West, Lehigh, Acres, Florida 33971, agrees to act in the capacity, and
agrees to comply with the provisions of Section 48.091 relative to keeping open such
office.

Cassandra Scott
Cassandra Scott

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing was acknowledged before me this 15th day of May, 1996 by
Cassandra Scott who is personally known to me ✓ or who produced the following
identification Drivers license.

Donald Isaac
Notary Public

My Commission expires:

