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PRUDENTIAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 028402 7113144

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 23, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 028402

CUSTOMER NO: 7113144

CUSTOMER: Ronald R. Austin, Esq
AUSTIN & AUSTIN
ATTORNEYS AT LAW
Suite 3
1400 Prudential Drive
Jacksonville, FL 32207

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07/27/96-01/10/97-00.00
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DOMESTIC FILING

NAME: HUMAN ENRICHMENT OF LIFE
PROGRAMS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS: _____

2295.

W96-15485



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 24, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date

SUBJECT: HUMAN ENRICHMENT OF LIFE PROGRAMS, INC.
Ref. Number: W96000015485

We have received your document for HUMAN ENRICHMENT OF LIFE PROGRAMS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 596A00035607

**ARTICLES OF INCORPORATION
OF
HUMAN ENRICHMENT OF LIFE PROGRAMS, INC.
(A Florida Nonprofit Corporation)**

FILED
96 JUL 20 1996
TALLAHASSEE, FLA.

ARTICLE I. NAME

The name of this corporation shall be Human Enrichment Of Life Programs, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose to create meaningful fund raising events and enhanced publicity opportunities for non-profit organizations in our community which are contributing significantly to the building of a strong, cohesive and productive city transact any lawful business under the laws of the State of Florida engaging in the transaction of any and all activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

ARTICLE V. MEMBERSHIP

Any person who agrees to be bound by these Articles Of Incorporation, the corporate Bylaws, and any rules and regulations which the Board Of Directors may from time to time adopt, who completes a membership application form and submits it to the Board Of Directors, and who pays the applicable dues, is eligible and qualified for membership in this corporation.

Articles Of incorporation Of Human Enrichment Of Life Programs, Inc.

The corporate Bylaws may provide the Board Of Directors further discretionary powers relating to the admission of members.

ARTICLE VI. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Directors.

Any action required or permitted to be taken by the Board Of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board Of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board Of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board Of Directors without a meeting, and that these Articles Of Incorporation authorize the Board Of Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VII. BOARD OF DIRECTORS

This corporation's initial Board Of Directors shall have no less than one director. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than one.

The directors shall be elected annually by this corporation's members. The manner of the election of the directors shall be specified in the corporate Bylaws. The directors named herein, comprising the initial Board Of Directors, shall hold office until the election of directors at the first annual membership meeting.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Emily White	9850 Interstate Center Drive, Jacksonville, FL 32207
Randy Edney	P.O. Box 4970, Jacksonville, FL 32232
Tony Ammons	2001 Art Museum Drive, Jacksonville, FL 32207

ARTICLE VIII. OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

Articles Of Incorporation Of Human Enrichment Of Life Programs, Inc.

The officers shall be elected annually by the Board Of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Directors' meeting.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President, Secretary, Treasurer	Emory White

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 9850 Interstate Center Drive, Jacksonville, Florida.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Ronald R. Austin, Esquire, 1400 Prudential Drive, Suite 3, Jacksonville, Florida 32207.

ARTICLE XI. INCORPORATOR

The name and residence address of each of the subscribers to these Articles Of Incorporation are: Emory White, 9850 Interstate Center, Drive, Jacksonville Florida.

ARTICLE XII. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board Of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board Of Directors in the manner provided therein. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

Articles Of Incorporation Of Human Enrichment Of Life Programs, Inc.

ARTICLE XIII. AMENDMENT

Amendments to these Articles Of Incorporation may be proposed by a resolution adopted by the Board Of Directors and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a vote of 51% of the quorum of this corporation's members.

The undersigned, constituting this corporation's designated registered agent and this corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of Florida, have executed these Articles Of Incorporation, on the dates indicated next to their signatures.

L. E. [Signature]
Subscriber

7-22-96
Date

I hereby accept my designation as resident agent and agree to serve as the resident agent of Human Enrichment Of Life Programs, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Human Enrichment Of Life Programs, Inc.

[Signature]
RONALD R. AUSTIN - Registered Agent

State Of Florida
County Of Duval

On August 24, 1996, Ronald R. Austin, designated above as the individual who shall serve as the corporation's initial registered agent, and the individuals, designated above as the subscribers to these Articles Of Incorporation, all of whom are personally known to me, or produced Florida driver's licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Human Enrichment Of Life Programs, Inc.

Yancey Mckalope
Notary Public



YANCEY MCKALOPE
My Commission CC521884
Expires Jan. 02, 2000

Yancey Mckalope
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

Articles Of Incorporation Of Human Enrichment Of Life Programs, Inc.