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FLORIDA DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

PROJECT 25, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not-for-profit under Chapter 617 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Project 25, Inc. hereinafter referred to as the "Corporation".

ARTICLE II - TERM

The term of the Corporation shall be perpetual, except as provided in Article XIII hereof.

ARTICLE III - REGISTERED OFFICE AND AGENT

The initial registered office and principal place of business of the Corporation is 3421 Highway 77, Panama City, Florida 32405, and the name of the initial registered agent at said address is Butch Leonard.

ARTICLE IV - PURPOSES

The Corporation is organized as a not-for-profit corporation

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under Chapter 617, Florida Statutes, on a non-stock basis, for the following charitable purposes:

(a) To promote, encourage, and increase the general welfare of underprivileged, victimized, physically ill or disadvantaged persons through the provision of services and goods.

ARTICLE V - POWERS

The Corporation shall have the following powers:

(a) To exercise, without limitation, all the powers enumerated in Florida Statutes 617.0302, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida;

(b) To conduct and provide such other programs, activities and services as are necessary, incident or pertaining to the purposes of the Corporation.

No part of the Corporation's activities shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying on of a program of political propaganda or for influencing legislation, nor shall it participate

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in any political campaign on behalf of any candidate for public office.

ARTICLE VI - MEMBERSHIP

Section 1. Members. The Members of the Corporation shall be selected by the officers and board of directors, whose principal offices are located at 3421 Highway 77, Panama City, Florida 32405. Membership shall be governed by the bylaws of the Corporation.

Section 2. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

ARTICLE VII - SUBSCRIBERS

The name and address of the incorporator of this Corporation is:

Butch Leonard
3421 Highway 77
Panama City, Florida 32405

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. Authority of Board; Number of Directors. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws of the Corporation. The initial Board of Directors shall consist of three (3) natural

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persons. The number of directors may be increased or decreased as provided in the Bylaws of the Corporation, but in no event shall there be less than three (3), nor more than nine (9) directors. The term of office of each director shall be two years. Each director shall be nominated by the Corporation and confirmed in office by the Members, and shall serve until the latter of the expiration of their term or the confirmation of their successor.

The following persons shall constitute the initial Board of Directors and shall serve until their successors are confirmed:

Pete Knowles, Chairman

Cecil Dykes

Lynn Brudnicki, Vice Chairman

Betty Kuykendall

Patti Tunnell, Director

Section 2. Compensation. Directors shall not be compensated for the performance of their duties as directors but shall be reimbursed for their expenses incurred in the performance of their duties as directors in accordance with the Bylaws of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation,

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who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation. The extent and conditions of such defense, indemnification or holding harmless may be more particularly stated in the bylaws of the Corporation.

ARTICLE X - ADOPTION AND AMENDMENT TO THE BYLAWS

The Board of Directors by vote of a majority of its number, with the approval of the Members, shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same.

ARTICLE XI - AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Board of Directors by vote of a majority of its number, may amend, alter or repeal any provision to these Articles of Incorporation, subject to ratification by the Members.

ARTICLE XII - ANNUAL MEETING

There shall be an annual meeting of the Board of Directors for the purpose of electing Officers of the Board and Officers of the Corporation as may be necessary to fill expiring terms, and for such other purposes as directed by the Board of Directors. The Board of Directors shall from time to time hold such other meetings

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as provided in the Bylaws. The annual meeting shall be held at the corporate headquarters of the Corporation unless another location is designated by the Board.

ARTICLE XIII - DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution, and after adequate provision has been made for the discharge or assumption of its liabilities, shall be distributed to one or more organizations exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code; and any assets so distributed shall be used exclusively for a public purpose.

IN WITNESS WHEREOF, I do make and file these Articles of Incorporation hereby declaring and certifying under oath that the facts herein are true, and I accordingly set my hand and seal at Panama City, Florida on the date indicated below.

Date: 12/4/96



BUTCH LEONARD, Incorporator

William G. Harrison, Jr.
Florida Bar # 0765058
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STATE OF FLORIDA

COUNTY OF BAY

BEFORE ME personally appeared BUTCH LEONARD, who did not take an oath, and who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 4th day of December, 1996.


Notary Public

My Commission Expires:

MARCH 6, 2000

Gary M. Townsend, Sr.
MY COMMISSION # CCS38006 EXPIRES
March 6, 2000
BONDED THROUGH TROY FARM INSURANCE, INC.

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that Project 25, Inc., a corporation for not-for-profit, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 3421 Highway 77, Panama City, Florida has named Butch Leonard located at 3421 Highway 77, Panama City, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Butch Leonard
Registered Agent

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