TRANSMITTAL LETTER

Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Middleburg Resource Center, Inc. (Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

- \$70.00 Filing Fee
- \$78.75 Filing Fee
- **\$122.50**
- Filing Fee & Certificate & Certified Copy
- \$131.25
- Filing Fee, Certified Copy & Certificate
- FROM: Karen

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

Middleburg Resource Center, Inc.

ARTICLE II

Principal place of business and mailing address The principal place of business and mailing address of this corporation shall be:

> 4261 CLOVE St. Middleburg, FL. 32068

ARTICLE III

The specific purpose(s) for which the corporation is organized is(are): To assist those in need in the community and surrounding areas, through direct services or by information and referral. Serving as a Liaison's between members of the community and other and referral. Serving as a Liaison's between members of the community and other cheritable agencies. Providing needed assistance and educational awareness programs and any and all appropriate services to continue to meet the needs of the community.

B. This corporation is a nonprofit public benefit corporation and it is not being organized for the private gain of any person. It is organized under the Nonprofit Public Benefit

C. This corporation is organized exclusively for one or more of the purposes as specified in Section solo) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(CX3) of the Internal Revenue Code or corresponding section of any future federal tax ARTICLE IV

Manner of election of directors The manner in which the directors are elected or appointed is as follows:

The incorporator shall appoint the directors.

The incorporator will comply with Florida State Law wich requires three or more directors. With qualifications of Residency: NO Age: No

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ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited are as follows:

ARTICLE VI

Initial registered agent and street address

The name and the street address of the initial registered agent is:

Karen L. Frisbee 4261 Clove St. Middleburg, FL. 32068

ARTICLE VII

Incorporators

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is(are):

Karen L. Frisber 4261 CLove St. Middleburg IFL. 32068

The undersigned incorporator has executed these Articles of Incorporation this 22 day of NOV. , 19 97.

Signature of Incorporator:

Karen L. Frisbee Karen L. Frisbee
Typed name of incorporator signing

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.	The name	of the	corporation is:
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Middleburg Resource Centi Inc.

2. The name and address of the registered agent and office is:

Karen L. Frishee
(NAME)

4261 Clove St.
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Middleburg FL 32068

SECRETARY OF STAIL OF SISTON OF CORPORATION OF CORPORATION OF STAIL OF STAI

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Karen L. Frisbee
(SIGNATURE)

//-22-97 (Date)