

January 5, 1998

Division of Corporation
P. O. Box 9127
Tallahassee, FL 32314

198 0000 0000 105

TO WHOM IT MAY CONCERN:

Please find attached hereto two (2) copies of The Articles of Incorporation for THE HOUSE OF FRIENDS, INC.. Please file these documents and return to the above office a Certificate of Status for the corporation.

Enclosed you will find a check for \$78.75. That includes the following fees: filing of Articles - \$70.00; Certificate of Status for the corporation - \$8.75.

Please note the following: ARTICLE V, REGISTERED OFFICE AND REGISTERED AGENT.

**Return Address: THE HOUSE OF FRIENDS, INC.
491 Willow Lane
Palm Harbor, FL 34683
(813) 781 7773**

Thank you for your assistance.

In Christ's Love,



**W. James Smith
President**

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jan 1-9-98

ARTICLES OF INCORPORATION
OF
THE HOUSE OF FRIENDS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation not for profit under Chapter 6/7 of the Florida Statutes, providing for the formation, liability, rights, privileges and immunities of a Corporation, for profit.

ARTICLE I
NAME

The name of this Corporation shall be THE HOUSE OF FRIENDS, INC., and is hereunder referred to as the "Corporation."

ARTICLE II
PURPOSES

This Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida. Further purposes of this Corporation shall be:

- 1. Develop, build, manage and operate a Christian Center, in foreign countries, for the provision of housing and health care needs to pediatric patients under treatment for live threatening illnesses**
- 2. To provide working capital for the operation of the Center through solicitation and other fund raising activities throughout the USA and foreign countries.**
- 3. To purchase, lease, hold, sell, develop, erect, build, mortgage, deed, and trust, convey, or otherwise acquire and dispose of real and personal property and to maintain and operate the same for the use and enjoyment of children in foreign countries.**

4. To develop educational programs that are designed to inform and educate the parents of children with life threatening illness about issues related: to the care needs of children under treatment for life threatening illnesses; the personal and family hygiene needs related to chemotherapy treatment; nutrition issues of life threatening illnesses; requirements for additional follow up treatment and examination; probabilities and possibilities of cure vs remission vs death; and, grief and loss of children.

5. To develop research projects and publish articles that further the issue of supportive care for children with life threatening disease.

6. To provide support groups and study groups centered around the problems associated with long term hospitalization and related issues.

This corporation shall also be empowered to further the scientific, educational, civic and charitable purposes within the meaning of Section 501 (c) (3) and Section 170 (c) (2) of the Internal Revenue Code of 1986, and in this connection to solicit, collect, and otherwise raise money for charitable purposes; to expend, contribute, disburse, and otherwise handle and dispose the same for such purposes either directly or by contributions to other agencies, organizations, or institutions organized for the same or similar purposes; to assist in harmonizing and making more efficient the work of charitable organizations in the State of Florida, by cooperating with and assisting such organizations, and by receiving by gift, will, or otherwise, money or other proper means and by distributing it as may be deemed best for the promotion of charity in such communities; and to invest and manage the property of the organization; especially to coordinate the efforts of conservation for needy people; and to do any and all other things necessary or proper in connection with or incidental to any of the foregoing.

This Corporation shall do everything necessary, suitable, and proper for the accomplishments of any of the purposes or attainment of any of the objects heretofore set forth, either alone or in association with other individuals, Corporations, or partnerships, including but not limited to the County, State, Federal and other authorities both in the USA and foreign countries, and in general, perform such acts in connection with the foregoing objects not inconsistent with the general laws of the lands.

**ARTICLE III
POWERS**

The Corporation shall have all of the statutory powers of a corporation, not for profit, and all of the powers and duties set forth in the By-laws. Notwithstanding any other provision of these Articles, the Florida Statutes and the By-laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, and (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986.

**ARTICLE IV
EXISTENCE**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Corporation shall be 491 Willow Lane, Palm Harbor, FL 34683. The registered agent for the Corporation at that address shall be W. James Smith. PRINCIPAL OFFICE ADDRESS IS SAME AS REGISTERED OFFICE ADDRESS.

**ARTICLE VI
SUBSCRIBER**

The name of and residence of the subscriber is as follows:

**W. James Smith
491 Willow Lane
Palm Harbor, FL 34683**

**ARTICLE VII
NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

After the initial incorporation, the business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) persons, as shall be designated by the By-laws, and elected at the annual meeting by the members of the Corporation.

**ARTICLE VIII
INDEMNIFICATION OF OFFICERS AND BOARD OF DIRECTORS**

All officers and members of the Board of Directors shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office in accordance with Florida Statutes Sec. 607.0834 and the other provisions of Section 607.

The Corporation may purchase and maintain insurance on behalf of all officers and members of the Board of Directors against any liability asserted against them or incurred by them in their capacity as officers and members of the Board of Directors or arising out of their status as such.

**ARTICLE IX
FIRST PRESIDENT**

The initial President of the Corporation shall be W. James Smith whose address shall be the same as the principal office of the corporation.

**ARTICLE X
BY-LAWS**

The By-laws of the Corporation shall be adopted by the Board of Directors of the Corporation and may be altered, amended, or rescinded in the manner provided by the By-laws.

**ARTICLE XI
AMENDMENTS**

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**ARTICLE XII
REMISSION OF ASSETS**

No person, firm or corporation shall ever receive any dividends or profit from the undertaking of this corporation, and in the event of dissolution, the residual assets of this corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3), and 107 (c) 2 of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose, and none of the assets will be distributed to any member, officer, or director of this corporation.

**ARTICLE XIII
NON FOR PROFIT STATUS**

No part of the net earnings of this corporation shall inure to the benefit of any individual or member of this corporation. The Board of Directors shall ascertain that the requirements for obtaining Federal, State, and local tax exemption status are met both in terms of constituting documents and the management of the corporation.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provision of any future United States Internal Revenue Law, nor activities nor activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Code.

**ARTICLE XIV
INCORPORATORS**

The names and addresses of the incorporators and subscribers to these Articles of Incorporation are as follows:

**W. James Smith
491 Willow Lane
Palm Harbor, FL 34683**

**James Forbes
201 West Del Monte
Clewiston, FL 33440**

**Sharon E. Smith
491 Willow Lane
Palm Harbor, FL 34683**

**Janice Forbes
201 West Del Monte
Clewiston, FL 33440**

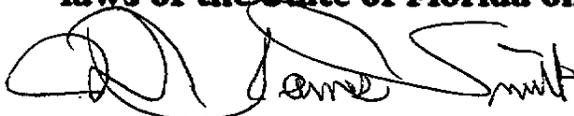
**ARTICLE XV
REGISTERED AGENT ACCEPTANCE**

**Pursuant to Article , herein above, I accept the appointment as
Registered Agent for this Corporation.**


**W. James Smith, Registered Agent
491 Willow Lane
Palm Harbor, FL 34683**

**FILED
98 JAN -7 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**IN WITNESS WHEREOF, I have hereunto set my hand and
acknowledge and file in foregoing Articles of Incorporation under the
laws of the State of Florida on this fifth day of January, 1998.**


**W. James Smith
President
Date:**

 I HEREBY CERTIFY that on this 5 day of Jan,
1998 before me, a notary public authorized to take acknowledgements
in the State of Florida, County of Pinellas aforesaid W. James Smith a
person to me well known and known to be the person described in and
who executed the foregoing instrument, and he acknowledged before me
that he executed said instrument.

**WITNESS my hand and official seal in the County of Pinellas, State
of Florida this 5 day of Jan, 1998.**


NOTARY PUBLIC



**BARBARA A. RODAK
MY COMMISSION # CC439558 EXPIRES
April 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC.**

My Commission Expires: _____