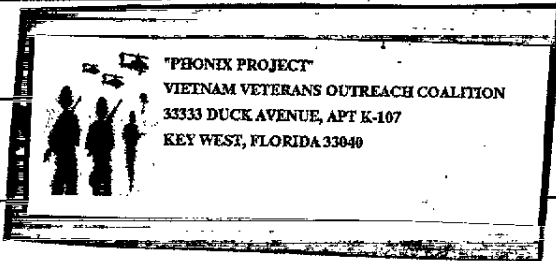


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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) (Document #)

2. \_\_\_\_\_ (Corporation Name) (Document #)

3. \_\_\_\_\_ (Corporation Name) (Document #)

4. \_\_\_\_\_ (Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**FILED**  
98 JAN 12 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*CB*  
1-14-98

**ARTICLES OF INCORPORATION  
OF  
PHOENIX PROJECT, VIETNAM VETERANS OUTREACH COALITION, INC.  
A Florida "Not for Profit" Corporation**

The undersigned, acting as incorporator of a corporation under the Florida Statutes, adopts the following Articles of Incorporation:

**Articles I**

The name of the corporation is Phoenix Project, Vietnam Veterans Outreach Coalitions, Inc.

**Articles II**

The period of duration is perpetual. The corporation is organized pursuant to the Not for Profit Corporation of the State of Florida. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

**Article III**

The purpose of which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. To reach out and provide currently unavailable services to the at risk and needy veterans and their families of Monroe County, Florida.
2. To address the symptoms and causes of homeless Veterans and their families in Monroe County.
3. To provide shelter and rehabilitative services to homeless Veterans in Monore County including but not limited to food, clothing, shelter, job training, vocational rehabilitation, health and counseling services.
4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with other be person or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations or govenmental bureaus, departments or agencies.
5. All othe foregoing charitable and educational purposes shall be exercised in such a manner that the corporation will qualify as an exemption organization 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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#### **Article IV**

**Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and State income tax under section 501-c-3 of the Internal Revenue Law.**

#### **Article V**

**The address of the corporation's principal office and the initial registered office of the corporation is 3333 Duck Avenue, Apt K-107, Key West, Florida 33040. The registered agent at this address is Willie G. Collins.**

#### **Article VI**

**2**

**There shall be eight (8) directors on the initial Board of Directors.**

<u><b>Names</b></u>	<u><b>Addresses</b></u>
<b>Willie G. Collins</b>	<b>3333 Duck Ave, Apt K-107, Key West, Fl 33040</b>
<b>Dr Jon Schiff, DDS</b>	<b>3146 Northside Drive, Key West, Fl 33040</b>
<b>Joseph G. Pais</b>	<b>1113 Catherine St, Key West, Fl 33040</b>
<b>Robert McLeod</b>	<b>512 Grinnel St. Key West, Fl 3304</b>
<b>Kat McLeod</b>	<b>512 Grennil St, Key West, Fl 33040</b>
<b>Douglas Schuler</b>	<b>819 Peacock Plaza #708, Key West, Fl 33040</b>
<b>Cpt Edwin Crusoe</b>	<b>Route 4, Box 306, Summerland Key, Fl 33042</b>
<b>Danny McKerring</b>	<b>819 Peacock Plaza, #133, Key West, Fl 33040</b>

**The method of selection of Directors shall be set forth in the bylaws.**

#### **Article VII**

**The Corporation is organized exclusively for charitable and educational purposes. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any charitable and educational purposes no part of which shall inure to the benefit of any individual.**

#### **Article VIII**

**No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.**

#### **Article IX**

**Upon winding up the dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501-c-3 of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the district in which the corporation's principal of is located, upon petition thereof by the Attorney General or any person concerned in the liquidation.**

#### **Article X**

**In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.**

#### **Article XI**

**Any person (and their heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and Court costs**

REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT

I Willie G. Collins, hereby accept my appointment as registered agent for the  
Phoenix Project, Vietnam Veterans Outreach Coalition, Inc.

Willie G. Collins

Willie G. Collins

Incorporator

1-7-98

Date

STATE OF FLORIDA)

ss:

COUNTY OF MONROE)

I hereby certify that on this day, before me, an Officer duly authorized in the  
State aforesaid and in the County aforesaid to take acknowledged personally  
appeared Willie G. Collins me known to be the person described in and  
who executed the forgoing instrument as incorporator and acknowledged before  
me that he or she executed same.

WITNESS my hand and official seal in the County and State aforesaid  
this 7th day of January 1998.

Anne Rioseco

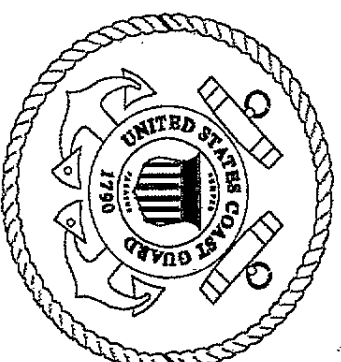
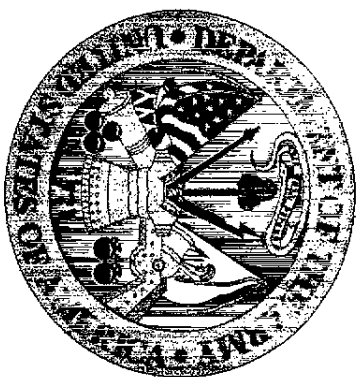
NOTARY PUBLIC STATE OF FLORIDA

My commission Expires: \_\_\_\_\_

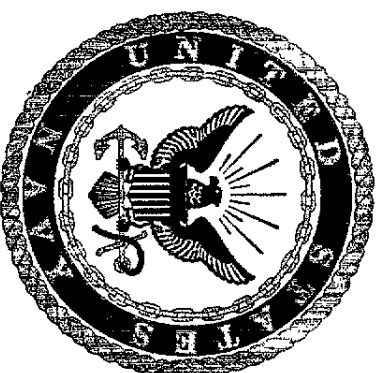


ANNE RIOSECO  
MY COMMISSION # CC388001 EXPIRES  
June 27, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
98 JAN 12 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



EST: 1998



**"PHOENIX PROJECT"**  
**VIETNAM VETERANS**  
**OUTREACH COALITION, INC.**