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January 29, 1998

Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

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-02/04/98--01010--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
To Be Filed.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificates Designating Place of Business, and a money order for filing fees for the following:

No	Company Name	CK/MO#	Amount
1.	ALL PEOPLE AT RISK, INC.	1399	\$ 122.50
2.	SCULLEY & FOSKIN ENTERPRISES, INC.	141	\$ 122.50
		total	\$ 245.00

Please file both the Articles and Certificate of Designation for the corporation and return a Certified copy of each document to the following:

Jeannette G. Andrews, Esq.  
Tools For Change  
P. O. Box 510605  
Miami, Florida 33151

Thank you for your attention to this matter.

Sincerely,  
TOOLS FOR CHANGE

  
R. Nilajah Box  
Legal Department

Encls.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -4 AM 10:52

CERTIFICATE OF INCORPORATION  
OF  
ALL PEOPLE AT RISK, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED STATE  
SECRETARY OF CORPORATIONS  
98 FEB -4 AM 10:52

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: ALL PEOPLE AT RISK, INC., hereinafter referred to as the "Corporation".

ARTICLE II.: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 1647 NW 65<sup>TH</sup> Street, Miami, FL 33147.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

#### ARTICLE VI: MEMBERSHIP

The corporation shall be a membership organization composed of those people hereinafter listed as the initial Board of Directors and all other persons or organization elected/selected for membership as provided in the by-laws.

#### ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 1647 NW 65<sup>TH</sup> Street, Miami, FL, 33147; and JOEL E. PRATT, is the registered agent of the Corporation at that address.

#### ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of four (4) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws.

The initial Board of Directors shall consist of:

Pastor Joel E. Pratt	Vanessa Mills, LPN	Delores L. Culmer	Ofc. Sharon Troy
20621 NW 22 <sup>nd</sup> Court	10033 NW 26 <sup>th</sup> Avenue	6415 NW 17 <sup>th</sup> Ave. #8	9400 NW 17 <sup>th</sup> Avenue
Miami, FL 33055	Miami, FL 33147	Miami, FL 33147	Miami, FL 33147

#### ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

#### ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

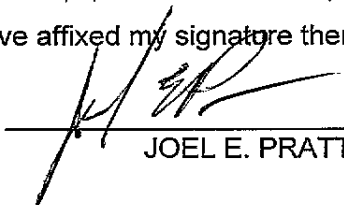
The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is as follows:

JOEL E. PRATT  
1647 NW 65<sup>TH</sup> Street  
Miami, FL 33147

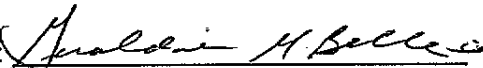
IN WITNESS WHEREOF, I, JOEL E. PRATT, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on 1-28-, 1998.

  
\_\_\_\_\_  
JOEL E. PRATT

STATE OF FLORIDA     )  
COUNTY OF DADE     )

The foregoing instrument was sworn to before me this 28 day of January, 1998, by JOEL E. PRATT, who personally appeared before me at the time of notarization, and who are personally known to me or have produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Geraldine M. Belle  
STATE OF FLORIDA AT LARGE



Geraldine Mathis Belle  
My Commission CC577991  
Expires Aug. 18, 2000

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

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Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First--That ALL PEOPLE AT RISK, INC., desiring to organize under the laws of the State of Florida with its principal office at 1647 NW 65<sup>TH</sup> STREET, as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of FLORIDA, has named JOEL E. PRATT, located at 1647 NW 65<sup>TH</sup> STREET, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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.

BY: \_\_\_\_\_

  
JOEL E. PRATT

DATED: \_\_\_\_\_

1-28-98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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