

ABA

A.B.A. Financial Group, Inc.

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N9800000 1152

February 23, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re: Articles of Incorporation
Vertyllion Homes, Inc.

Dear Sirs:

Please find enclosed articles of incorporation for filing along with the appropriate filing fee of \$70.00. Should you have any questions regarding these articles, please call.

Sincerely,

Allan B. Andreasen

Allan B. Andreasen
President

Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-26-98

ARTICLES OF INCORPORATION
OF
VERTYLLION HOMES, INC.

A CORPORATION NOT FOR PROFIT

The undersigned incorporator, a resident of the State of Florida and all of full age, hereby makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation is VERTYLLION HOMES, INC.

ARTICLE II
Office and Registered Agent

This Association's initial registered office and mailing address shall be 2565 Endsley Rd., Brooksville, Fl. 34609, and its registered agent is Vertyle S. Moss. Both the Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III
Purpose

Said corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The specific purpose of the corporation shall be to provide homes and care for children afflicted with the Aids virus.

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ARTICLE IV
Trustees

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Vertyle S. Moss	2565 Endsley Rd.	Brooksville, Fl. 34609
Kimberly Allen	2565 Endsley Rd.	Brooksville, Fl. 34609
Douglas Moss	2565 Endsley Rd.	Brooksville, Fl. 34609

The manner in which trustees are elected and other provisions governing trustees are set forth in the by-laws of the corporation.

ARTICLE V
Governing Provisions

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In addition to the foregoing, the following special provisions shall also apply:

1. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this 24th day of February, 1998.

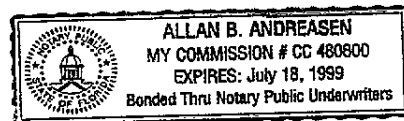
Vertyle S. Moss
Vertyle S. Moss
Sole Incorporator and Trustee

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, and without taking an oath, this day personally appeared Vertyle S. Moss, to me personally known, and known to be the person described in, and who signed the foregoing Articles of Incorporation, and who acknowledged to me that she executed and subscribed such Articles for the purposes set forth therein.

WITNESS my hand and official seal this 24th day of February, 1998.


Allan B. Andreasen
Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
REGISTERED OFFICE AND REGISTERED AGENT (RESIDENT AGENT).

Pursuant to applicable Florida Statutes, the following is submitted:

That Vertyllion Homes, Inc. desiring to organize under the laws of the State of Florida with its Registered Office as indicated in the Articles of Incorporation at 2565 Endsley Rd., Brooksville, Fl. 34609 has named Vertyle S. Moss as its Registered Agent and Resident Agent.

ACKNOWLEDGEMENT

Having been named Registered Agent for the above stated Corporation as 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.

Vertyle S. Moss
Vertyle S. Moss
Registered Agent

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