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Judy W. Veilleux, CPA

Certified Public Accountant

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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February, 1998

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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Dear Sir:

Enclosed you will find the Articles of Incorporation for REACH of Southwest Florida, INC. along with the required fee. Please send the corporate certification as soon as possible.

Sincerely,

Judy W. Veilleux
Judy W. Veilleux

Judy Veilleux GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Article IV - add*
DATE *manner of election*
DOC. EXAM. *[Signature]*

P. Hall

MAR 10 1998

ARTICLES OF INCORPORATION

OF

REACH of Southwest Florida, Inc.

A NON-PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, in order to form a non-profit corporation pursuant to the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

REACH of Southwest Florida, Inc.

The principal place of business will be 1703 SE 20th Street, Cape Coral, Florida 33990.

ARTICLE II

The name and address of the registered agent of this corporation are:

Elaine Harmon
1703 SE 20th Street
Cape Coral, FL 33990

ARTICLE III

The specific purposes for which this corporation is organized are to help needy families with the necessities for living and to help them become self sufficient.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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 corresponding section of any future federal tax code.

ARTICLE IV

The number of initial directors of this corporation is four (4). Their names and addresses are as follows:

Elaine Harmon
1703 SE 20th Street
Cape Coral, FL 33990

Kathy Vogel
42 Evergreen Road
N Ft Myers, FL 33903

Peter Veilleux
5247 Tower Drive
Cape Coral, FL 33904

Judy Veilleux
3617 SE 3rd Place
Cape Coral, FL 33904

The manner of election of the directors shall be as stated in the bylaws.

ARTICLE V

The name and address of the incorporator of this corporation is:

Elaine Harmon
1703 SE 20th Street
Cape Coral, FL 33990

ARTICLE VI

The period of duration of this corporation is perpetual.

ARTICLE VII

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

This corporation shall have one class of membership. Any person shall be qualified to become a member upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed, from time to time, by the board of directors. Additional provisions

specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

ARTICLE VIII

Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the incorporator to this Certificate of Incorporation of REACH of Southwest Florida, Inc., as herein set forth, do hereby make and file this Certificate, hereby declaring and certifying the facts herein are true and accordingly, I have set my hand and seal this 3 day of March 1998.

Elaine L. Harmon
Elaine Harmon, as Incorporator and as Registered Agent

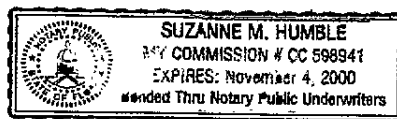
STATE OF FLORIDA
COUNTY OF LEE

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BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, on this day personally appeared Elaine Harmon to me known to be the person described in and who executed the foregoing Certificate of Incorporation and after being first duly sworn, she executed the same freely and voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
3 day of March 1998.



Suzanne M. Humble
Notary Public
My Commission Expires:

I certify that I am a permanent resident of Florida, and my office address is 1703 SE 20th Street, Cape Coral, Florida 33990. I hereby accept the foregoing designation as Registered Agent.

Dated at Cape Coral, Florida on this 3 day of March 1998.

Elaine L. Harmon
Elaine Harmon
Registered Agent

Sworn to and subscribed before me this 3 day of March 1998.

Suzanne M. Humble
Notary Public
My Commission Expires:

