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MARK FRANZONI
OFFICE XPRESS
1511-B PENMAN RD.
JACKSONVILLE BEACH, FL 32250

May 29, 1998

Hon. Sandra B. Mortham
ATT: Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

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-06/01/98--01134--001
*****70.00 *****70.00

RE: INSIDE/OUTSIDE, INC.

Dear Madam:

Enclosed please find the original Articles of Incorporation for the above referenced corporation.

Also, please find a check in the amount of \$70.00 for filing of same. Your assistance in this matter is greatly appreciated.

Yours truly,

Me 3

Mark Franzoni

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

FOR

INSIDE/OUTSIDE, INC.

A FLORIDA NONPROFIT CORPORATION

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:
INSIDE/OUTSIDE, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be:
4140 HODGES BLVD., JACKSONVILLE, FL 32224

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of reaching out to at-risk juveniles, both incarcerated and released, to guide and enrich their lives; to develop Godly character by applying the Word of God in life; and to improve focus, concentration, self discipline, self esteem and respect for others.

Said organization 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 corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding

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any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 701(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of this Corporation shall be:

THOMAS P. BORLAND
4140 HODGES BLVD.
JACKSONVILLE, FL 32224

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have seven directors, initially. The By-laws shall specifically state the method of electing the directors.

ARTICLE VII - LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302 of the Florida Statutes.

ARTICLE VIII - INCORPORATORS


The name and address of the Incorporator signing these Articles is: -

THOMAS P. BORLAND
4140 HODGES BLVD.
JACKSONVILLE BEACH, FL 32250

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director to the full extent permitted by law.

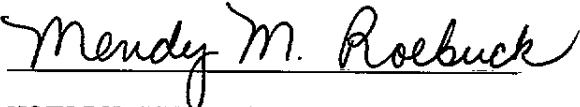
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 29th day of May, 1998.


THOMAS P. BORLAND

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared THOMAS P. BORLAND, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 29th day of May, 1998.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



MENDY M ROEBUCK
MY COMMISSION CC454819
EXPIRES APRIL 25, 1999

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

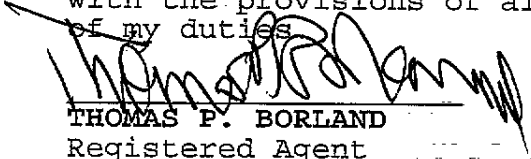
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that INSIDE/OUTSIDE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4140 HODGES BLVD., JACKSONVILLE, FL 32224, has named THOMAS P. BORLAND as its agent to accept service of process within Florida.

Dated: 5/29/98


THOMAS P. BORLAND

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


THOMAS P. BORLAND
Registered Agent

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