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Requestor's Name
CAROLYN M. MILLER
 1511 S.W. 9TH AVE
 DANIA, FL. 33004
 City/State/Zip

Office Use Only

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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 98 JUL 28 AM 7:59
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 TALAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
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NEW FILINGS	
<input type="checkbox"/>	Profit
<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

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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

W98-12154
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Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 28, 1998

CAROLYN MCMILLIAN
1511 SW 4 AVE
DANIA, FL 33004

SUBJECT: HIGHER GROUNDS, INC.
Ref. Number: W98000012154

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TALLAHASSEE, FLORIDA

We have received your document for HIGHER GROUNDS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 598A00029926

ARTICLES OF INCORPORATION

OF

Resourcefully Yours, Inc.

A NOT FOR PROFIT CORPORATION

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE I NAME

The name of the Corporation shall be:

Resourcefully Yours, Inc.

ARTICLE II PRINCIPAL OFFICE

The Principal place of business and mailing address of the Corporation shall be:

*1511 SW 4 Avenue
Dania, Florida 33004*

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the Corporation is organized are:

(A) The specific and primary purposes are:

1. To raise the economic, educational, mental health, educational and social levels of the underprivileged residents of Broward County, Florida, who are substantially underemployed and have low incomes, and who are proportionately more often the victims of crime, by fostering and promoting community-wide interest and concern for the problems of said residents, and to that end:

(a) Racial tension, prejudice and discrimination, economic and otherwise, may be eliminated.

(b) Sickness, poverty and crime may be lessened, and

(c) Educational and other economic development opportunities may be expanded among the residents of Broward County Florida.

2. To expand the opportunities available to said residents to control, manage and eliminate crime, sickness and poverty in Broward County, Florida; to assist said residents and groups in developing skills necessary for the successful elimination of crime, poverty and sickness; to provide financial support for the successful efforts of said residents and to assist said residents in obtaining such financial support from other sources.
3. To expand the opportunities available to said residents to obtain adequate low-cost housing accommodations.
4. To aid, support and assist by gifts. Contributions or otherwise, other corporations, community groups, funds and foundations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholders or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
5. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either along or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.

(B) In furtherance, but not in limitation, of the foregoing charitable, and educational purposes, the Corporation shall have the following powers:

1. To solicit, collect, and receive money and other assets, and to administer funds and contributions received by grant, gift, deed bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expand, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purposes above mentioned;
2. To borrow money and to make, accept, endorse. Execute and issue bonds, debentures, promissory notes, and other corporate obligations, for monies borrowed, or in payment for property acquired or for any of the purposes of the Corporation, and to secure a payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the Corporation;
3. To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock, and any other securities of any kind whatsoever, and property, real, personal or mixed, tangible or intangible, all as the Corporation's Board of Directors shall deem advisable, and as may be permitted by the law;
4. To provide advice, support, credit, funds, capital, gifts and all other lawful forms of assistance, financial and otherwise, to or for use in business enterprises owned, or destined to be owned, by said residents and groups;
5. To furnish management, administrative and other business advice, support, training and technical assistance to said residents and groups in order to enable them to develop necessary skills to successfully operate business ventures;
6. To encourage and voluntarily assist said residents and groups to organize, create, acquire, obtain financing for, own, manage and operate business enterprises;

7. To obtain information and conduct research, studies and analysis of the problems of said community, and prepare and publish reports as to any and all matters that may be of use in furthering the efforts of said residents and groups to eliminate, poverty and sickness and to improve mental health;
8. To conduct educational and other efforts to eliminate crime, poverty and sickness, improve mental health and to foster the establishment of sound and constructive relationships between the various components of communities of Broward County, Florida and other similar communities, including but not limited to educational, religious, social, business and financial communities;
9. To aid, support and assist by gifts, contributions, loans, investments and other lawful forms of assistance to other persons or organizations seeking to expand; the opportunities for business ownership by said residents and groups in organizing, creating, acquiring, obtain financing for, and managing the effort to eliminate crime, poverty and sickness and to improve mental health;
10. To conduct educational and counseling activities designed to provide instruction or training of said residents and groups for the purpose of improving mental health, developing their capabilities, language and job skills, and the instruction of the public on subjects useful to said residents and groups, and beneficial to the community as a whole;
11. To engage in housing construction and related activities in order to improve the living conditions of said residents;
12. To engage in the activity of operating; business ventures for the purpose of providing job training, employment, and managerial development opportunities to said residents for the charitable

purpose of furthering the economic development of the community;

13. To engage in any and all other activities which will directly or indirectly improve the welfare and economic conditions of said residents and groups; and
14. To exercise all other rights and power conferred upon corporations formed under the General Not-For-Profit Corporation Law of the State of Florida, provided, however, that the Corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable, and educational purposes of the Corporation.

- (C) All of the foregoing purposes and powers shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation shall qualify as an exempt organization under section 501 (c) (3) if the Internal Revenue Code of 1954.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

1. The Corporation shall have a sole Director initially. The numbers of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name, street address, City, State and zip code of the initial, sole Director, who shall hold office until successors are elected or appointed, is:

Carolyn McMillian
1511 S. W. 4th Avenue
Dania, FL 33004

2. The sole Director shall appoint the first four additional Directors. The number of other Directors and the process by which they may be elected shall be pursuant to the By-Laws.

3. Notwithstanding any other provision of these Articles of Incorporation, the Board of Directed shall have the power to:

- (a) Make, alter or rescind the By-laws of the Corporation by the affirmative vote of a majority of the Directors at any meeting called pursuant to the By-laws.
- (b) Manage the affairs of the Corporation.
- (c) Amend these Articles of Incorporation by the affirmative vote of a majority of Directors, provided that any such action be undertaken in accordance with the laws of the State of Florida.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial Registered Agent is:

Carolyn McMillian
1511 S. W. 4th Avenue
Dania, FL 33004

ARTICLE VI INCORPORATOR

The name and address of the Incorporator of these Articles if Incorporation is:

Carolyn McMillian
1511 S. W. 4th Avenue
Dania, FL 33004

ARTICLE VII QUALIFICATION OF MEMBERS

Any person 18 years of age or older who resides, or who is employed or who does business in Broward County, Florida, and other similar communities, is eligible for membership in this Corporation.

ARTICLE VIII RESTRICTIONS

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, any political campaign on behalf of 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 by a Corporation from federal and state income taxes under section 501)c) (3) of the Internal Revenue Code of 1954.

ARTICLE IX DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) of the Internal Revenue Code of 1986, or corresponding section of any future tax code, or shall be distributed to the Federal, State or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

Further, upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provisions for payment of all debts and liabilities of the Corporation, shall be distributed to an organization and used exclusively to accomplish the general purposes for which this Corporation is organized. 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 appropriate Court of Broward County, Florida, in which the principal office of the Corporation is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE X PRIVATE FOUNDATION STATUS

In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 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 494 (d) of the Internal Revenue Code; shall not retain any excess business holdings as define in section 4943 © of the Internal Revenue Code; shall not make any investment in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures s...defined in section 4945 (d) of the Internal Revenue Code.

ARTICLE XI INDEMNIFICATION

Any person (and the heir, executors and administrators of such person) made or threatened to be made a part to any action, suit or proceeding by reason of the fact that such person is or was a Director or Officer if the Corporation, shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by such person (or by his heir, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of such person's duties. Such right of indemnification shall not be deemed exclusive of any other right to which such Director of Officer (or such heir, executors or administrators) may be entitled apart from this Article.

Carolyn McMillian

Carolyn McMillian

Signature/Incorporator

5/18/98

Date

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this certificate, I hereby accept the appointment s registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

Carolyn McMillian

Carolyn McMillian

Signature/Registered Agent

5/18/98

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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