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N98000005646

September 23, 1998

Secretary of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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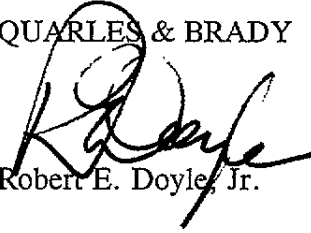
Re: 7 x 70, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation of 7 X 70, Inc., and Certificate of Designation of Registered Agent/Registered Office. Also enclosed is the corporation's check in the amount of \$122.50. Please file the Articles of Incorporation and return the copy, with time and date stamp, to me in the enclosed envelope.

Sincerely,

QUARLES & BRADY


Robert E. Doyle, Jr.

RED:jlr
Enc.

cc: Mr. Arlene Colcombe

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FILED
98 SEP 30 AM 11:43
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
7 X 70, INC.

FILED
98 SEP 30 AM 11:43
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the Corporation is 7 X 70, INC.

ARTICLE TWO

PRINCIPAL OFFICE

The address of the principal office of the corporation is 2868 Shadowlawn Drive, Naples, Florida 34112. The mailing address of the corporation is 2868 Shadowlawn Drive, Naples, Florida 34112.

ARTICLE THREE

PURPOSE

The purposes for which the corporation is organized are exclusively charitable religious and educational within the meaning of Section 501(C)(3) of the Internal Revenue Code, or the corresponding provisions of any future United States Revenue Law. Such purposes may include, but are not limited to providing food, shelter and services for the indigent, homeless population of Collier County, Florida.

ARTICLE FOUR

DIRECTORS

The method of election of the directors of the corporation is set forth in the Bylaws. There shall be a minimum of three (3) directors.

ARTICLE FIVE

INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent for the corporation is ARLENE C. COLCOMBE, 2868 Shadowlawn Drive, Naples, Florida 34112.

ARTICLE SIX

INCORPORATOR

The name and street address of the incorporator is as follows:

Name	Address
Arlene C. Colcombe	2868 Linwood Avenue Naples, Florida 34112
Radcliff Weaver	1509 Pine Ridge Road Naples, FL 34109 Telephone: (941)
Ray Moore	180 3rd Avenue North Naples, FL 34102 Telephone: (941)

ARTICLE SEVEN

RESTRICTIONS AND LIMITATIONS ON POWERS

7. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

7.1 The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

7.2 The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

7.3 The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

7.4 The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

7.5 The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

7.6 Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

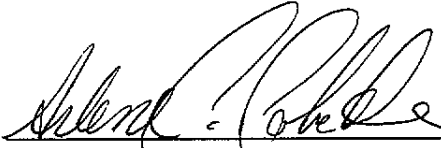
7.7 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the Association exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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.

ARTICLE EIGHT

INDEMNIFICATION


Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

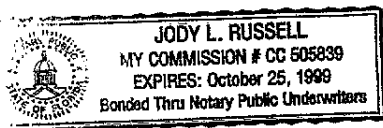
The undersigned incorporator has executed these Articles of Incorporation this 21ST day of September, 1998.


ARLENE C. COLCOMBE, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 21ST day of September, 1998, by ARLENE C. COLCOMBE, who () is personally known to me or (X) who has produced FLA DRIVERS LICENSE #C425-003-54-876-0 as identification.


NOTARY PUBLIC



Typed or printed name of Notary
My Commission Expires:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida:

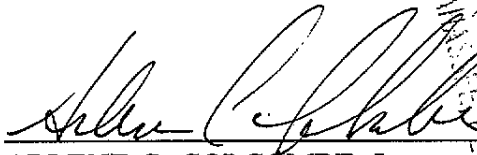
1. The name of the corporation is 7 X 70, INC.
2. The name and address of the registered agent and the registered office of the corporation is:

Name

Arlene C. Colcombe

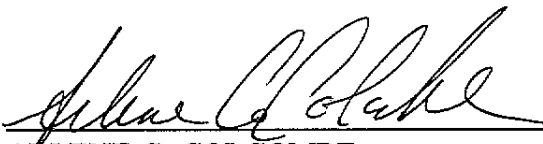
Address

2868 Shadowlawn Drive
Naples, Florida 34112


ARLENE C. COLCOMBE, Incorporator
Date: 9-21-98

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
98 SEP 30 AM 11:43
FILED

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as 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.


ARLENE C. COLCOMBE
Date: 9-21-98