

N98000005647



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 978253 80482A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 29 PM 1:30

ORDER DATE : September 29, 1998

ORDER TIME : 1:30 PM

ORDER NO. : 978253-010

CUSTOMER NO: 80482A

900002651659-2  
-09/29/98-01063-013  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Richard M. Selman, Esq  
SELMAN & CLAIRE

Suite 106  
7280 W. Palmetto Park Road  
Boca Raton, FL 33433

DOMESTIC FILING

NAME: EARL L. HOLMES AND ADDIE  
HOLMES FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

2295  
W98-22273

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DIVISION OF CORPORATION

10/1/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

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DIVISION OF CORPORATIONS  
98 SEP 29 PM 1:30

September 29, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: EARL L. HOLMES AND ADDIE HOLMES FOUNDATION, INC.  
Ref. Number: W98000022273

We have received your document for EARL L. HOLMES AND ADDIE HOLMES FOUNDATION, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 098A00048855

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ARTICLES OF INCORPORATION

OF

EARL L. HOLMES AND ADDIE HOLMES FOUNDATION, INC.

A NON PROFIT CORPORATION

I the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE ONE - NAME AND PRINCIPAL OFFICE LOCATION

The name of this corporation shall be: EARL L. HOLMES AND ADDIE HOLMES FOUNDATION, INC. The principal office address is 2978 Stony Brook Court, Tallahassee, Florida 32308.

ARTICLE TWO - PURPOSE

The general purpose of this corporation, together with and in addition to the authority conferred by the Laws of the State of Florida is to improve the quality of life for dysfunctional families and to do everything and anything reasonably and lawfully necessary proper, suitable or convenient for the achievement of the purpose stated above or for the furtherance of said purpose, except that no part of any income derived by said not-for-profit corporation shall be distributable to its members directors or officers. Said corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue.

Notwithstanding any other provision of these articles, this

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corporation will not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any further United States Internal Revenue law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

#### ARTICLE THREE - MEMBERSHIP

The membership of this corporation shall constitute all persons hereinafter named as directors and such other persons who from time to time become members voluntarily.

#### ARTICLE FOUR - INCORPORATOR

The name and address of the person signing these Articles is:

EARL L. HOLMES  
2978 STONY BROOK COURT  
TALLAHASSEE, FLORIDA 32308

#### ARTICLE FIVE - DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida and shall have perpetual existence.

#### ARTICLE SIX - BOARD OF DIRECTORS

The business of this corporation shall be managed by the Board

of Directors. The method of election of Directors shall be as stated in the Bylaws.

The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation is held are:

EARL L. HOLMES  
2978 STONY BROOK COURT  
TALLAHASSEE, FL 32308

ELISA HOLMES  
2978 STONY BROOK COURT  
TALLAHASSEE, FL 32308

ADDIE HOLMES  
2978 STONY BROOK COURT  
TALLAHASSEE, FL 32308

#### ARTICLE SEVEN - INITIAL REGISTERED OFFICE & AGENT

The name of the initial registered agent and the address of the registered office of this corporation is: Gary Scharf, 7280 W. Palmetto Park Road, Suite 106, Boca Raton, Florida 33433.

#### ARTICLE EIGHT- POWERS

The corporation shall have all of the powers enumerated in the Florida General Corporation Act, including but not limited to:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest

in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own hold, vote, use employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporate may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles

of Incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any of all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee, or agent of the corporation to the full extent as permitted by Florida Statute 607.014.

#### ARTICLE NINE - BYLAWS


The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by Florida law.

#### ARTICLE TEN - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and the right conferred upon the shareholders is

subject to this reservation..

IN WITNESS WHEREOF, the undersigned incorporator has executed  
these Articles of Incorporation this 19 day of September, 1998.

A handwritten signature in cursive script, appearing to read "Earl L. Holmes", written over a horizontal line.

EARL L. HOLMES

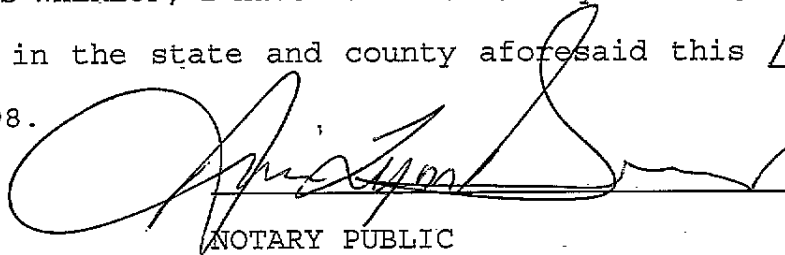


STATE OF FLORIDA

COUNTY OF PALM BEACH

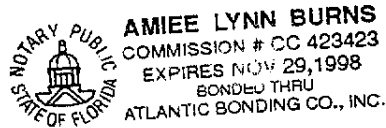
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared EARL L. HOLMES, known to me and known by me to be the person or who have produced personally known as identification, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 19 day of September, 1998.



NOTARY PUBLIC

MY COMMISSION EXPIRES:



ACCEPTANCE BY REGISTERED AGENT

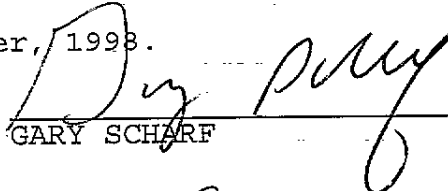
OF

EARL L. HOLMES AND ADDIE HOLMES FOUNDATION, INC.

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DIVISION OF CORPORATIONS  
98 SEP 29 PM 1:30

Pursuant to Florida Statute 617.0501 the undersigned hereby  
accepts the appointment as Registered Agent of EARL L. HOLMES AND  
ADDIE HOLMES FOUNDATION, INC., which is contained in the foregoing  
Articles of Incorporation.

Dated this 19 day of September, 1998.

  
GARY SCHARF

SWORN TO AND SUBSCRIBED before me this 19 day of September,  
1998 by GARY SCHARF who is personally known or who produced  
                     as identification.

  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

NOTARY PUBLIC  
STATE OF FLORIDA  
AMIEE LYNN BURNS  
COMMISSION NO. CC 423423  
EXPIRES NOV 29, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.