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****122.50 *****78.75

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

SECRET
DIVISION OF CORPORATIONS
98 NOV 30 AM 11:11
FILED
DEPT. OF STATE

SUBJECT: AGAPE GROUP HOME, INC.

Enclosed is an original and one (1) copy of the Article of Incorporation and our check for \$122.50.

FROM: Kathy Warren
8662 First Avenue
Jacksonville, Fl. 32208

(904) 768-7282

5241
789,638,2550
W98-24519

D. BROWN NOV 30 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 10, 1998

AGAPE GROUP HOME, INC.
8662 FIRST AVENUE
JACKSONVILLE, FL 32208

We have received your document for AGAPE GROUP HOME, 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 articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

I WAITED FOR THE ARTICLES FOR NON-PROFIT TO BE MAILED TO MY ATTENTION, BUT I NEVER RECEIVED THEM. PLEASE SEND THE ARTICLES FOR NON-PROFIT TO MY ATTENTION, SEE INSTRUCTION PACKAGE ENCLOSED.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 998A00054412

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 11:11

ARTICLES OF INCORPORATION

FOR

A FLORIDA NON-PROFIT CORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is: AGAPE GROUP HOME, INC.

ARTICLE II

The corporation is organized pursuant to the provisions of Florida Business Corporation Code, and the duration of the Corporation shall be perpetual.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

AGAPE GROUP HOME, INC.
8662 FIRST AVENUE
JACKSONVILLE, FL. 32208

ARTICLE IV

The principal address and the registered office are the same
The name and address of the initial registered agent is:

Kathy Warren
8662 First Avenue
Jacksonville, Fl. 32208

ARTICLE V.

The name(s) and address(es) of the incorporators(s) to these Articles of Incorporation is(are):

Kathy Warren, President
8662 First Avenue
Jacksonville, Fl. 32209

Matthew Boston, Vice President
8662 First Avenue
Jacksonville, Fl. 32209

Natalie Grissett, Sec./Treas.
8662 First Avenue
Jacksonville, Fl. 32209

ARTICLE VI.

The initial Board of Directors shall consist of no members at this time. However, the manner of election will be stated in the By-laws.

ARTICLE VII

This corporation is a nonprofit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purpose of this corporation is to:

- (a) To provide quality in teaching and assisting the mentally retarded to self sufficient.
- (b) To be active in the community.
- (c) To provide this service to mentally retarded people.

To render all services and advice related above.

Provided, however the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporation under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefits of or be distributable to its members, directors, or officers; but the corporation shall be authorized and empower to pay any reasonable compensation to these people for service rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE VIII

The corporation is organized (and shall be operated) on a non-stock basis within meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type of any class of stock, but may issue membership certificates if so provided in the by-laws.

ARTICLE IX

Said organization is organized exclusively for charitable, religious, educational and scientific 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.

ARTICLE X

No part of the net earnings of the organization shall inure to the benefit of, or 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 hereto.

No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 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, or corresponding section of any future federal tax code.

ARTICLE XI

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 Court of Common Pleas 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 said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, The undersigned has executed these ARTICLES OF INCORPORATION on this 23 day of November 1998

Kathy Warren
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 11:11

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Agape Group Home, Inc.
2. The name and address of the registered agent and office is:

Kathy Warren
8662 First Avenue
JACKSONVILLE, FL. 32209

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 obligations of my position as registered agent.

Kathy Warren
(Signature)

11/23/98
(Date)