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TRANSMITTAL LETTER

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

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SUBJECT: Helping Hands of North Florida, inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.35, covering the Filing Fee, Certified copy & Certificate.

FROM: Daryl C. Jaquette, Esquire

880 Pinemeadow Cove

Jacksonville, Florida 32221-1557

(904) 781-7931

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I Name

The name of the corporation shall be:

Helping Hands of North Florida, Inc.

ARTICLE II Principal place of business and mailing address

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

880 Pinemeadow Cove
Jacksonville, Florida 32221-1557

ARTICLE III Purpose(s)

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

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 170(c)(2)(B), 501(c)(3), 2055(a)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any future federal tax code, including, but not limited to: (1) establishing programs with schools, clubs and other organizations for the development of education and awareness of the needs and issues pertaining to low-income, homeless, elderly and handicapped persons; (2) establishing a buying program which will assist low-income families purchase homes at affordable prices; (3) providing assistance for low-income and homeless persons to obtain decent, safe and sanitary rental housing; (4) establishing homeownership opportunities to lower income families and individuals by providing Federal and State grants to finance eligible homebuyers direct purchase and rehabilitation of eligible single and family

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properties for sale and occupation by families at affordable prices; (5) providing opportunities for lower income persons, who otherwise would not be financially able to realize their dream of owning a home, by building them homes, to increase employment opportunities of the residents in neighborhoods where the housing is proposed and to create sound, attractive neighborhoods; (6) providing good quality rental housing for low-income, homeless, elderly and handicapped persons; (7) providing good, quality rental or cooperative housing of single room occupancy in multi unit buildings for moderate income families and elderly and handicapped persons; (8) providing economically designed and constructed rental and cooperative housing and related facilities for independent living for rural residents; and (9) doing anything necessary and proper for the accomplishment of furtherance of any purposes of this corporation.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including but without limitation thereon, to receive gifts, devises, bequests, and contributions in any form, and to use, apply, invest and reinvest the principle or income therefrom or distribute the same for the above purposes.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on:

(a) By an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of such Code, and/or

(b) By an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding sections of any future federal tax code.

ARTICLE IV

Tax Exempt Status

No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Corporation 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 Article III hereof. The Corporation shall not have the power to declare dividends. No substantial part of the activities of the Corporation shall be 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 political office, including the publishing or distribution of statements. Notwithstanding any provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an corporation exempt from

federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code), or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding section of any future federal tax code). Notwithstanding anything herein to the contrary, the Corporation shall not take any action or omit any action or make any payment which would result in an avoidable tax liability under Internal Revenue Code 1986, Sections 4940 through 4945, (or the corresponding sections of any future federal tax code), or could result in termination of the Corporation's status as a private foundation under Internal Revenue Code 1986, Section 507 (or the corresponding section of any future federal tax code).

ARTICLE V

Distribution of Assets Upon Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 VI

Manner of election of directors

The number of Directors and the method of their election or appointment to the Board of Directors and the manner and rules governing their powers and responsibilities shall be in accordance with the Bylaws.

ARTICLE VII

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

ARTICLE VIII

Bylaws

The Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as it deems

necessary, provided the same shall not be inconsistent with these articles of incorporation, nor contrary to the laws of the State of Florida or the United States of America.

Upon proper notice, the Bylaws may be amended, altered or rescinded as provided by the Bylaws.

ARTICLE IX Amendments

The articles of incorporation may be amended at a regular Board of Directors meeting upon notice given, as provided by the Bylaws, of the intention to submit such amendments, or at a special meeting of the Board of Directors called for that purpose, at the request of one-third (1/3) of the Board. Such request must be made in writing to the President at least forty-five (45) days before the requested scheduled date. Notice of such meeting shall be mailed to all Board members at least fifteen (15) days, but not more than twenty-five (25) days prior to the scheduled date set for such meeting. Amendment may be by a two-thirds (2/3) majority vote of those present.

ARTICLE X Initial registered agent and street address

The name and the street address of the initial registered agent is:

Daryl C. Jaquette, Esquire
880 Pinemeadow Cove
Jacksonville, Florida 32221-1557

ARTICLE XI Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII Incorporators

The name(s) and street address(s) of the incorporator(s) for these articles of incorporation is (are):

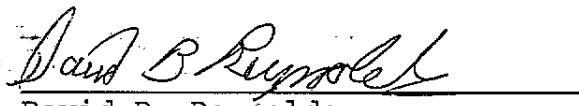
Daryl C. Jaquette
880 Pinemeadow Cove
Jacksonville, Florida 32221-1557

David B. Reynolds
8486 Bishopswood Drive
Jacksonville, Florida 32244

The undersigned incorporator(s) has (have) executed these articles of incorporation this 24th day of November, 1998.

Signature(s) of Incorporator(s):


Darol C. Jaquette
President


David B. Reynolds
Vice President

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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:

Helping Hands, of North Florida, Inc.

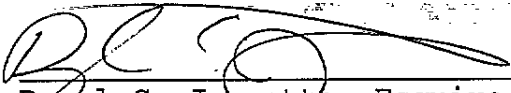
2. The name and address of the registered agent and office is:

Daryl C. Jaquette, Esquire

880 Pinemeadow Cove

Jacksonville, Florida 32221-1557

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.


Daryl C. Jaquette, Esquire

11/24/98
Date

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