

N99000001667

Wednesday, 10 March 1999

KIRK FRIEDLAND

Attorney at Law

Board Certified Civil Trial Lawyer

501 South Flagler Drive, Suite 505

West Palm Beach, Florida 33401

Telephone: (561) 655-8200

Fax: (561) 655-1389

Department of State
Division of Corporations
The Capitol
409 East Gaines Street
Tallahassee, Florida 32304

Re: 427 Hope, Inc.

400002802354--3

-03/11/99--01061--017

*****78.75 *****78.75

Dear Madam or Sir:

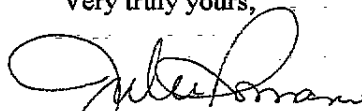
I have enclosed the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our check in the amount of \$78.75 representing payment of the following:

Filing fee	35.00
Certified copy fee	8.75
Registered agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thanking you for your prompt attention to the above request, I am

Very truly yours,



Julie Romani

Secretary to Kirk Friedland

/jr
Enclosures

GAVE

AUTHORIZATION BY PHONE TO

CORRECT nt, v

DATE 3/17/99

DOC. EXAM Doris Brown

D. BROWN MAR 17 1999

ARTICLES OF INCORPORATION
OF
427 HOPE, INC.
A NON-PROFIT FLORIDA CORPORATION

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of this non-profit corporation shall be: **427 HOPE, INC.**

ARTICLE II
DURATION

This is a not for profit corporation that shall exist perpetually.

ARTICLE III
PURPOSES

This not for profit corporation is organized exclusively for charitable purposes and for the making of distributions to organizations that qualify as exempt organizations under section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV
MEMBERSHIP

Membership is extended to all persons who express and embrace similar concerns and who otherwise qualify as set forth by the Board of Directors of the corporation.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent is: DAVID WALKER and the initial registered office is: 2001 Palm Beach Lakes Blvd., Suite 500, West Palm Beach, Florida 33409. The principal place of business is the same as the registered office.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

There shall be at least three (3) directors on the Board of Directors who shall be elected as set forth in the Bylaws of the corporation. The names and addresses of the initial Members of the Board of Directors are as follows:

Mike Conners	2001 Palm Beach Lakes Blvd., Suite 500, West Palm Beach, Florida 33409
Zoe Stout	2001 Palm Beach Lakes Blvd., Suite 500, West Palm Beach, Florida 33409
Mami Hampton-Kisner	2001 Palm Beach Lakes Blvd., Suite 500, West Palm Beach, Florida 33409

ARTICLE VII
INCORPORATORS

The names and addresses of each incorporator is as follows:

David Walker	2001 Palm Beach Lakes Blvd., Suite 500, West Palm Beach, Florida 33409
--------------	---

ARTICLE VIII
MEMBERS

The names and addresses of the initial members are as follows:

David Walker	2001 Palm Beach Lakes Blvd., Suite 500, West Palm Beach, Florida 33409
--------------	---

ARTICLE IX

BOARD OF DIRECTORS. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall not be less than three (3).

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this corporation authorize the Directors to so act. Such statement shall be prima facie evidence of such authority .

ARTICLE X

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that this 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 Third hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to 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 (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions

to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or the corresponding section for any future federal tax code.

ARTICLE XI

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, 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 XII

Amendments to these articles of incorporation may be adopted by a two thirds vote of the Board of Directors.

IN WITNESS WHEREOF, David Walker, a U.S. Citizen has made and subscribed his name and signature to these Articles of Incorporation this 8th day of March, 1999.

In the presence of:

T. Hendricks
Witness

Larry McQuillan
Witness


DAVID WALKER

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 8th day of MARCH by DAVID WALKER, who is personally known to me or who produced P.D.L.
W42616063001-0 as identification.

Robin D Kenn
Notary Public:
Commission No:



ROBIN D KENN
My Commission CC489829
Expires Aug. 20, 1999

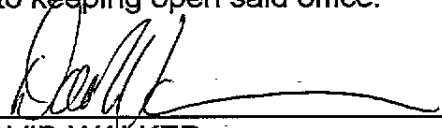
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to §48.091, Florida Statutes, the following is submitted in compliance with said Act:

That 427 HOPE, INC. is to be organized under the laws of the State of Florida, with its registered office being 2001 Palm Beach Lakes Blvd., Suite 500, West Palm Beach, Florida 33409 as set forth in the Articles of Incorporation and has named DAVID WALKER as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



DAVID WALKER