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TRANSMITTAL LETTER

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

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-04/01/99--01020--008  
\*\*\*\*131.25 \*\*\*\*\*87.50

SUBJECT: Elm St. Opportunity Center, Inc.  
(Proposed corporated name-must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
or:

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate Additional Copy Required
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FROM: Wardell Avant, Jr.  
Name (printed or typed)

1114 Elm St.  
Address

Fernandina Beach, Florida 32034  
City, State & Zip

(904) 261-6989  
Daytime Telephone Number

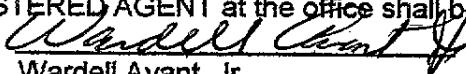
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NOTE: Please provide the orginial and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
ELM ST. OPPORTUNITY CENTER, INC.**

- ONE: The name address of this principal corporation is Elm St. Opportunity Center, Inc. 1114 Elm St., Fernandina Beach, Florida in Nassau County. The corporation is organized pursuant to the **FLORIDA** Non-profit Corporation Code.
- TWO: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The corporation is organized under the Nonprofit Public Benefit Corporation Law for charitable and educational purposes to aid the poor and disadvantaged individuals and families towards a life of self-sufficiency. The programs will consist of, but shall not be limited to: Child Care, Job Training, Job Placement, Land Acquisition Housing, Employment, Literacy, Counseling, Temporary Shelter, Teenage Pregnancy, Substance Abuse Awareness and Prevention, Tutoring, AIDS, Elderly Care and other programs to aid those in need.
- THREE: The duration of this corporation shall be perpetual, no stock and shall have no members.
- FOUR: The address of the Registered office is 1114 Elm St. Fernandina Beach, Florida 32034. The REGISTERED AGENT at the office shall be:
-   
Wardell Avant, Jr.  
1114 Elm St.  
Fernandina Beach, Florida 32034
- FIVE: (a) This corporation is organized and operated exclusively for Religious, Charitable and Education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- (b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to carry on (1) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or (2) by a

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corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code. The Directors are elected in accordance with the Bylaws. The name and address of the persons appointed to act as the initial Directors of this corporation are:

NAME	ADDRESS
Wardell Avant, Jr. President	1114 Elm St. Fernandina Beach, Florida 32034
Jacqueline Arthur Secretary	1114 Elm St. Fernandina Beach, Florida 32034
Herbert Mitchell Treasurer	1114 Elm St. Fernandina, Florida 31569

SEVEN:

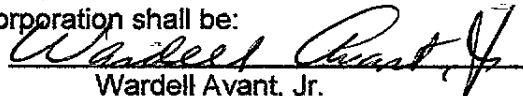
The property of this corporation is irrevocably dedicated to Charitable and Educational purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or the benefit of any private person.

EIGHT:

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for, Religious, Charitable and Education under 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.

NINE:

Executed on January 23, 1999. The name and address of the incorporator of this corporation shall be:



Wardell Avant, Jr.  
1114 Elm St.  
Fernandina Beach, Florida 32034

**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: Elm St. Opportunity Center, Inc.

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

Wardell Avant, Jr.

(NAME)

1114 Elm St.

(P.O. Box or Mail Drop Box NOT Acceptable)

Fernandina Beach, Florida 32034

(CITY/STATE/ZIP)

*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 appointments 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.*

Wardell Avant, Jr.  
(SIGNATURE)

3/29/99  
(DATE)

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