

N99000002124

McLEOD, McLEOD & McLEOD, P.A.

Attorneys and Counselors at Law

Post Office Drawer 950

Apopka, Florida 32704-0950

Johnie A. McLeod  
Raymond A. McLeod  
William J. McLeod

FILED

99 APR -1 AM 9:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

48 East Main Street

Telephone: (407) 886-3300

Facsimile: (407) 886-0087

March 29, 1999

700002826017--5

-04/01/99--01039--011

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32304

Re: Helping Hands Consignment Center, Inc.  
Non-Profit

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Fee	\$ <u>35.00</u>
Total	\$ 78.75

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

Thank you.

Yours truly,

*William J. McLeod*

William J. McLeod

WJM/aa  
Enclosures

*Caliss Andrews* GAVE

AUTHORIZATION BY PHONE TO

CORRECT *old manner*  
DATE *of election of directors*

DOC. EXAM. *4/16/99*

FILED  
99 APR -1 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**HELPING HANDS CONSIGNMENT CENTER, INC.**

I, the undersigned natural person, over the age of twenty-one (21) years and being a citizen of the State of Florida, acting as Incorporator of a corporation under the Florida Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE ONE - NAME**

The name of the corporation is HELPING HANDS CONSIGNMENT CENTER, INC.

**ARTICLE TWO - PRINCIPAL BUSINESS ADDRESS**

The principal place of business and mailing address of the corporation is 3533 North Orange Blossom Trail, Zellwood, FL 32798.

**ARTICLE THREE - DURATION**

The period of its duration shall be perpetual.

**ARTICLE FOUR - PURPOSES**

This corporation is organized exclusively for charitable, educational 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making

provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

Any such assets not so disposed of shall be disposed of by an appropriate court exercising jurisdiction in 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 FIVE - RESTRICTIONS

(A) All of the property, assets, income, principal and contributions of the corporation are irrevocably dedicated to the charitable purposes stated above, and no part of the net earnings, properties or assets of this corporation shall at any time inure to the benefit of any private person or individual or any Director of this corporation and upon dissolution or liquidation of all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated purely for charitable purposes as the Board of Directors shall determine and as shall at that time qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code, or as the same may be amended.

(B) No substantial part of the activities of the corporation shall consist in attempting to influence legislation by propaganda or otherwise, or directly or indirectly participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf

of or in opposition to any candidate for public office.

(C) The corporation shall not engage in any of the prohibited transactions described in Section 503(c) of the Internal Revenue Code, as now in force and afterwards amended.

(D) The corporation shall not unreasonably accumulate income within the meaning of Section 504 of the Internal Revenue Code, as now in force or afterwards amended.

(E) The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as now in force or afterwards amended.

(F) No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in fore or afterwards amended.

(G) No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to the corporation for such services except that a reasonable allowance for services actually rendered to or for the corporation may be paid.

(H) The corporation shall not be operated for the benefit of private interests such as contributors to the corporation or persons who are controlled directly or indirectly by such private interests.

#### ARTICLE SIX - MEMBERSHIP

The corporation shall have no members, but will be controlled, managed and directed by its Board of Directors.

#### ARTICLE SEVEN - REGISTERED OFFICE AND AGENT

The street address of the registered office is 3533 North Orange Blossom Trail, Zellwood, Florida 32798, and the name of the Registered Agent at the same address is DANIEL WILLIAMS.

ARTICLE EIGHT - DIRECTORS

The names and addresses of the initial board of directors are:

DeLinda Wright  
6645 Willow Street  
Zellwood, FL 32798

Sandy Brokenbrough  
6645 Willow Street  
Zellwood, FL 32798

Samantha Townsend  
6215 Holly Street  
Zellwood, FL 32798

Daniel Williams  
P O Box 1195  
Zellwood, FL 32798

The manner of election of the directors shall be as stated in the bylaws.

ARTICLE EIGHT - INCORPORATOR

The name and address of the Incorporator is:

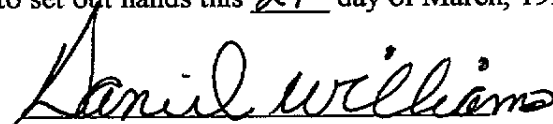
NAME

ADDRESS

DANIEL WILLIAMS

P. O. Box 1195  
Zellwood, FL 32798

IN WITNESS WHEREOF, we have hereunto set out hands this 24<sup>th</sup> day of March, 1999

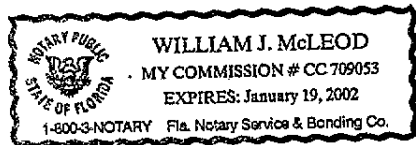
  
DANIEL WILLIAMS

STATE OF FLORIDA  
COUNTY OF ORANGE

I, a Notary Public, do hereby certify that on this 24<sup>th</sup> day of March, 1999, personally appeared before me DANIEL WILLIAMS, who, being by me first duly sworn, declared that he is the person who signed the foregoing documents as the Incorporator, and that the statements therein contained are true.

WITNESS MY HAND AND SEAL OF OFFICE this 24<sup>th</sup> March, 1999..

(SEAL)



*WJ McLeod*  
Notary Public  
*William J. McLeod*  
Printed name of Notary Public  
My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby expressly accepts the designation of DANIEL WILLIAMS as  
Registered Agent for HELPING HANDS CONSIGNMENT CENTER, INC.

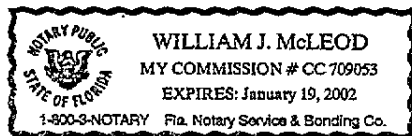
*Daniel Williams*  
DANIEL WILLIAMS

STATE OF FLORIDA  
COUNTY OF ORANGE

I, a Notary Public, do hereby certify that on this 24<sup>th</sup> day of March, 1999, personally  
appeared before me DANIEL WILLIAMS, who, being by me first duly sworn, declared that he is the  
person who signed the foregoing documents as the Registered Agent, and that the statements therein  
contained are true.

WITNESS MY HAND AND SEAL OF OFFICE this 24<sup>th</sup> day of March, 1999..

(SEAL)



*William J. McLeod*  
Notary Public

*William J. McLeod*  
Printed name of Notary Public

My Commission Expires:

FILED  
99 APR - 1 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA