

N99000002384

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CERTIFIED BY THE ARIZONA STATE BAR
AS A SPECIALIST IN TAX LAW

(520) 774-7082

March 22, 1999

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

800002826138--8

-04/20/99--01002--007

*****35.00 *****35.00

800002826138--8

-03/25/99--01109--003

*****43.75 *****43.75

Re: Dissolution of Mission Guanaja, Inc. a Florida corporation
Formation of new Mission Guanaja, Inc. as a Not for Profit Florida corporation

Enclosed are the following pertaining to the Dissolution of Mission Guanaja, Inc, a Florida corporation and the formation of a new Not for Profit corporation to be called Mission Guanaja, Inc.:

1. An original and one copy of the Articles of Dissolution for Mission Guanaja, Inc., signed by Linda Fouke a director of the corporation.
2. An original Affidavit signed by Linda Fouke.
3. An original and one copy of Articles of Incorporation for Mission Guanaja, Inc., to be formed as a Not for Profit corporation.
4. Two checks payable to the Florida Department of State, each in the amount of \$43.75.
5. A self-addressed, stamped envelope.

Please do the following:

1. File the Articles of Dissolution
2. Certify one copy of the Articles of Dissolution and return them to Linda Fouke in the enclosed envelope.
3. File the Articles of Incorporation of Mission Guanaja, Inc. a Not for Profit corporation. (Please note that the enclosed Affidavit of Linda Fouke states that the dissolution of the existing corporation named Mission Guanaja, Inc. will not be revoked and releases the name "Mission Guanaja, Inc." for use in connection with the formation by her of the Not for Profit corporation of the same name).

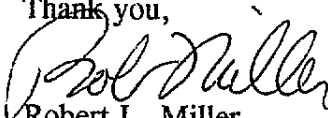
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SD

W99-8038

4. Certify one copy of the Articles of Incorporation and return the certified copy to Linda Fouke in the enclosed envelope.

Thank you,



Robert L. Miller



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 5, 1999

ROBERT L. MILLER, ESQ.
1050 N. SAN FRANCISCO, STE. E
FLAGSTAFF, AZ 86001

SUBJECT: MISSION GUANAJA, INC.
Ref. Number: W99000008038

We have received your document for MISSION GUANAJA, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$26.25.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

| | |
|------------------------------|---------|
| Filing Fees | \$35.00 |
| Registered Agent Designation | \$35.00 |
| Certified Copy | \$8.75 |
| Certificate of Status | \$8.75 |

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) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 399A00017025

AFFIDAVIT

STATE OF FLORIDA)
) ss.
COUNTY OF _____)

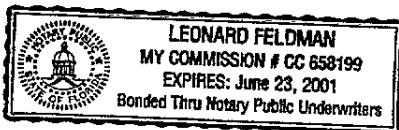
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SECRETARY OF STATE

I, LINDA FOUKE, upon my oath state as follows:

1. The directors of Mission Guanaja, Inc. and I have no intention of revoking the dissolution of Mission Guanaja, Inc.
2. The directors of Mission Guanaja, Inc. and I hereby release the name "Mission Guanaja, Inc." and in particular, release that name to be used as the name of the Not For Profit Corporation that I am forming.

On this 22 day of MARCH, 1999, before me a Notary Public for the State of Florida, duly commissioned and sworn, personally appeared Linda Fouke, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

WITNESS my hand and official seal.



A large, stylized handwritten signature in black ink, likely belonging to the Notary Public, Leonard Feldman.

NOTARY PUBLIC
for the State of Florida
My commission expires:

ORIGINAL

**ARTICLES OF INCORPORATION
OF
MISSION GUANAJA, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The Name of the corporation shall be: MISSION GUANAJA, INC.

**ARTICLE II
PRINCIPAL OFFICE**

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

7481 W. Oakland Park Blvd., Suite 207
Ft. Lauderdale, FL 33319

**ARTICLE III
PURPOSE(S)**

The specific purposes for which this corporation is organized are:

The initial business of the corporation is to establish a corporation for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including for such purpose the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

The specific purpose of the corporation is to provide aid and assistance to the needy inhabitants of Guanaja, a Bay Island of Honduras, and other portions of Honduras that were severely damaged by Hurricane Mitch in late 1998 and to engage in any lawful act or activity for which a Not for Profit Corporation may be organized under the laws of the State of Florida, as they may be amended from time to time.

**ARTICLE IV
MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is:

The incorporator will appoint the initial directors of the corporation. In the future, the directors will elect successor directors of the corporation.

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**ARTICLE V
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Linda Fouke
7481 West Oakland Park Blvd., Suite 207
Ft. Lauderdale, FL 33319

**ARTICLE VI
INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is:

Linda Fouke
7481 West Oakland Park Blvd., Suite 207
Ft. Lauderdale, FL 33319

**ARTICLE VII
SECTION 501(C)(3) PROVISIONS**

The corporation shall have no capital stock, but will be composed of officers and directors and shall not conduct its affairs for the pecuniary profit of any individual, but for the purposes stated in Article III, above. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its 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. 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 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 of 1986, (or the corresponding provision of any future United States Internal Revenue Laws) or; (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

**ARTICLE VIII
DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

Linda Fisher
Signature of Incorporator

March 22, 1999
Date

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.

Linda Fisher
Signature of Registered Agent

March 22, 1999
Date

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TALLAHASSEE, FLORIDA