

**ARTICLES OF INCORPORATION
FOR**

HOMESTEAD COMMUNITY DEVELOPMENT, INC.

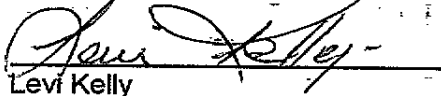
ONE: The name and address of this principal corporation is Homestead Community Development, Inc., 26223 S.W. 122nd Place, Princeton, Florida 33032. The corporation is organized pursuant to the **FLORIDA** non-profit Corporation Code.

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 consist of, but shall not be limited to: Child Care, Job Training, Job Placement, Land Acquisition, Housing, After School, 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 26223 S.W. 122nd Place, Princeton, Florida 33032. The REGISTERED AGENT at the office shall be:

I hereby accept the designation of
Registered Agent.


Levi Kelly
26223 S.W. 122nd Place
Princeton, FL 33032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

FIVE:
(a) This corporation is organized and operated exclusively for 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 corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

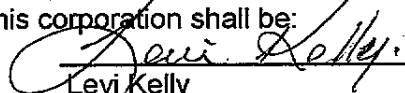
SIX: The Directors are elected in accordance with the Bylaws. The name and address of the persons appointed to act as the initial Directors of this corporation are:

NAME	ADDRESS
Levi Kelly President	26223 S.W. 122 nd Pl. Princeton, FL 33032
Maxine R. Kelly Secretary	Same
Myra Davis Pierre Treasurer	Same

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



Levi Kelly
26223 S.W. 122ND Pl
Princeton, Florida 33032