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Horace Smith 1337 Blossom Circle Tallahassee, Fl 32310 PM 1:59 City, State & Zip Daytime Telephone number

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

- R-MARNADORE SEP 2 1 1999

99 SEP 21 PM 1:59
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF HORACE SMITH MINISTRIES, INC.

ONE: The name of the corporation is HORACE SMITH MINISTRIES, INC. The address for the principal office is 1415 Daniel Street, Tallahassee, Florida 32310. The corporation is organized pursuant to the FLORIDA Nonprofit Corporation Code.

TWO: This corporation is a nonprofit religious benefit corporation and is not organized for the private gain of any person. The corporation is organized under the Nonprofit Religious 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: Affordable Communities, 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 name and address of the registered agent of the corporation shall be:

Torace Smith

1337 Blossom Circle

Tallahassee, FL. 32310

FIVE:

(a) This corporation is organized and operated exclusively for Educational and Charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Not-withstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to carry on (l) 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:

NAME

The Directors are elected in accordance with the Bylaws. A Director must be 18 years of age. The number of Directors shall be three (3). The name and address of the persons appointed to act as the Initial Directors of this corporation are.

Horace Smith	1337 Blossom Circle		
President	Tallahassee, FL 32310		
Dorothy Smith	1337 Blossom Circle		
Secretary	Tallahassee, FL 32310		
Sabrina Williams	1337 Blossom Circle		
Treasurer	Tallahassee, FL 32310		

ADDRESS

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, Educational and Charitable 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 religious purpose. Any such asset 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 located, exclusive 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 August 27, 1999. The name and address of the incorporator of this corporation shall be, In Witness Whereof, I have signed these articles and acknowledge same to be my act.

Horace Smith

1337 Blossom Circle Tallahassee, FL. 32310

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

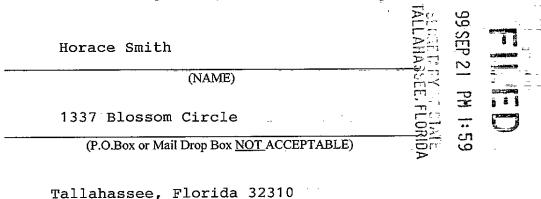
PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.	The name	of the	corporation	is:
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Horace Smith Ministries, Inc.

(must include suffix)

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



(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 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.

Horace Smith 9-7-99 (DATE)