

Division of Corporations

P07000054831**Florida Department of State
Division of Corporations
Public Access System****Electronic Filing Cover Sheet***Hope Counseling, Inc.*

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FLORIDA PROFIT/NON PROFIT CORPORATION**Hope Counseling, Inc.**

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**ARTICLES OF INCORPORATION
of
HOPE COUNSELING, INC.**

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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of this corporation is Hope Counseling, Inc., hereinafter the "Corporation."

ARTICLE II - PURPOSE OF CORPORATION

The purpose of this Corporation is (1) to conduct and provide Christian counseling, marriage and family therapy, and individual psychotherapy to persons, marriages, families and groups, (2) to provide and participate in seminars and speaking engagements using a program known as Mending Minds, Healing Hearts, and Restoring Relationships and other materials and resources, (3) developing using and improving educational materials and counseling aids, and (4), encouraging, edifying and providing spiritual and emotional assistance and guidance to persons having demonstrated needs and (5) for all other related purposes not prohibited by the Florida Business Corporation Act.

ARTICLE III - POWERS

The Corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the Corporation as herein above set forth in Article II.

ARTICLE IV - PRINCIPAL OFFICE

The initial principal place of business and mailing address of this Corporation is 207 ½ Orange Avenue, Suite B, Fort Pierce, FL 34950.

ARTICLE V - COMMON STOCK

The Corporation has the authority to issue Ten Thousand (10,000) shares of Common Stock, without a stated par value. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders of Common Stock have the right to vote. The holders of the Common Stock shall have the sole and full power to vote for the election of members of the Board of Directors and for all other purposes without limitation.

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ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name and mailing address of the initial registered agent is David L. Hancock, Esq., 1327 North Central Avenue, Sebastian, FL 32958.

ARTICLE VII - INCORPORATOR

The name and mailing address of the incorporator of the Corporation and signer of these Articles of Incorporation David L. Hancock, Esq., 1327 North Central Avenue, Sebastian, FL 32958.

ARTICLE VIII - EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be the date of filing of these Articles of Incorporation and the corporate existence shall be deemed to commence on that date.

ARTICLE IX - DIRECTORS OF CORPORATION

The Board of Directors of this Corporation shall consist of not less than one nor more than five individuals. Directors shall be elected or appointed by the members in the manner and for the terms provided in the corporation's by-laws. The initial two members of the Board of Directors shall be Dr. Kenneth N. Brown and Lynn M. Brown.

ARTICLE X - STATUTORY ELECTIONS

A. The Corporation shall not be governed by the affiliated transactions provisions of the Florida Business Corporation Act, Florida Statutes Chapter 607, or any successor or similar act or provisions.

B. The Corporation shall not be governed by the control-share acquisition provisions of the Florida Business Corporation Act, Florida Statutes Chapter 607, or any successor or similar act or provisions.

C. The Corporation shall not be governed by and the shareholders of all Common Stock shall not have any preemptive rights provided by the Florida Business Corporation Act, Florida Statutes Chapter 607, or any successor or similar act or provisions.

ARTICLE XI - INDEMNIFICATION

The Corporation is empowered to indemnify any officer, director, employee or agent of the Corporation in the manner set forth and provided for in the by-laws of the corporation and by applicable law.

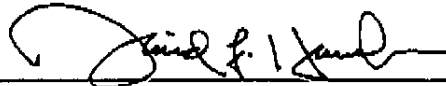
ARTICLE XII - CORPORATE EXISTENCE

The Corporation shall have a perpetual existence.

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The undersigned has executed these Articles of Incorporation on the 7th day of May, 2007.



David L. Hancock, Esq., Incorporator of
Hope Counseling, Inc.

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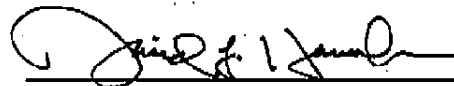
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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE AND ACCEPTANCE OF REGISTERED AGENT**

Under the provisions of Florida Statutes, Chapter 607, Hope Counseling, Inc. (hereinafter the "Corporation"), a Florida corporation, submits the following statement to designate a registered agent and registered office in the State of Florida:

1. The name of the Corporation is **Hope Counseling, Inc.**
2. The name of the registered agent is **David L. Hancock, Esq.**
3. The registered office is **1327 North Central Avenue, Sebastian, Florida, 32958 .**

The undersigned, being the person named in the Articles of Incorporation of Hope Counseling, Inc., as the registered agent of this Corporation, hereby consents to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



David L. Hancock, Esq., Registered Agent

Dated: May 7, 2007

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TALLAHASSEE, FLORIDA

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