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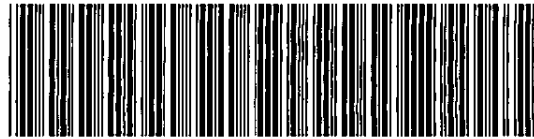
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JUL 07 2009

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ST. BERNARD INTERNATIONAL HELPING
HAND GROUP OF CHARITIES, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

BERNARD TIMOTHY LONG
Name (Printed or typed)

P.O. Box 520778
Address

LONGWOOD, FLORIDA 32752-0778
City, State & Zip

407-599-1700
Daytime Telephone number

blong-cpa@yahoo.com
E-mail address: (to be used for future annual report notification)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION

OF

**ST BERNARD INTERNATIONAL HELPING HAND
GROUP OF CHARITIES, INC.**

A Florida Non-Profit Corporation

Article of Incorporation of the undersigned, all whom are being of all legal age and citizens of the United States, and acting as incorporators and desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law and in compliance with Chapter 617 of Florida State Law do hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation shall be:

St Bernard International Helping Hand Group Of Charities, Inc.

(hereinafter called the Corporation)

**ARTICLE II
PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION**

The principal place of business of the Corporation is:

895 Franklin Street
Altamonte Springs, Florida 32701 (U. S. A.)

The principal mailing address of the Corporation is

Post Office Box 520778
Longwood, Florida 32752-0778 (U. S. A.)

**ARTICLE III
PRINCIPAL OFFICE AND MAILING
ADDRESS OF REGISTERED AGENT**

The name of the initial resident agent and the street address of the initial registered office in the State of Florida where process may be served upon the corporation is Bernard T. Long and The Corporation's current address.

The principal place of business of the Corporation is:

895 Franklin Street
Altamonte Springs, Florida 32701 (U. S. A.)

The principal mailing address of the Corporation is

Post Office Box 520778

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Longwood, Florida 32752-0778 (U. S. A.)

The Corporation may, from time to time, in the manner provided by law, change the resident agent and the registered office within the State of Florida. The corporation may also maintain an office or offices for the conduct of its business, either within or without the State of Florida.

ARTICLE IV PURPOSE

The Corporation is organized exclusively for charitable, scientific, religious and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended, its regulations, or the corresponding provisions of any applicable future United States Internal Revenue law or regulations (hereafter collectively referred to as the "Code") and such purposes shall, include, but not be limited to, the following

To provide Disaster Relief for either both or separately, short-term (emergency) assistance and longer-term aid to ensure that victims have the basic necessities, such as food, clothing, housing, transportation, and medical assistance (including psychological counseling). Assistance may also be provided in the form of cash grants or vouchers for goods or services. The type of aid that is appropriate depends on the individual's needs and available resources.

For example, immediately following a devastating flood, a family may be in need of food, clothing, and shelter, regardless of their financial resources. They may not require longer-term assistance, however, if they have adequate resources (such as savings, wages, and insurance) upon which to draw. Individuals who are financially needy or otherwise distressed are appropriate recipients of charity

The term disaster has been applied in U.S. law in a broad sense to mean both human-made and natural catastrophes. Human-made catastrophes include civil disturbances such as riots and demonstrations; warfare-related upheavals, including those created by guerrilla activity and

Terrorism; refugee crises involving the forced movements of people across borders; and many possible accidents, including transportation, mining, Pollution, chemical, and nuclear incidents.

Natural disasters may be divided into three categories: meteorological disasters, such as hurricanes, hailstorms, tornadoes, typhoons, snowstorms, droughts, cold spells, and heat waves; topological catastrophes, such as earthquakes, avalanches, landslides, and floods; and biological disasters, including insect swarms and disease epidemics.

A disaster may also be defined in sociological terms as a major disruption of the social pattern of individuals and groups.

ARTICLE V POWERS

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may amended:

- a. To provide intentional, holistic programs that seek to meet the spiritual, physical, social, emotional, and educational needs of our urban neighborhood by establishing services, programs, education, training, recreational activities and other benevolent undertakings.
- b. To act as Trustee, to administer trusts, to receive and administer funds for religious, charitable, and educational purposes, and to that end to take title to and hold, by contract, bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal and mixed, without limitations as to amounts or value, except as to such limitations, if any, as may be imposed by law;

- c. To receive, administer and participate in charitable remainder trusts, unitrusts and other like trusts, to the extent this Corporation is lawfully permitted to do so; to sell, convey and dispose of any such property and to invest and reinvest the principal and income thereof, and to deal with and expend the principal and income of this Corporation for any of the aforementioned objects and purposes, without limitation, except as to such limitations, if any, as may be contained in the instrument under which such property is received or other limitations imposed bylaw;
- d. To receive deposits from local persons, churches and other organizations as may be permitted or authorized by applicable law; to pay interest on such deposits;
- e. To receive any property, real, personal or mixed in trust, under the terms of any will, trust or other instrument for the foregoing purposes or any of them, and in administering same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporations or corporation, domestic or foreign, only for the foregoing powers, or any of them;
- f. To acquire, receive and accept, by way of grant, gift, devise, bequest, purchase, lease or otherwise, money and real and personal property of every kind, nature and description, without limitation as to amount or value, including securities (which term, for all purposes hereof, includes without limiting the generality thereof, shares of stock, bonds debentures, notes, mortgages or other obligations, and any certificates, receipt or other instruments, representing any rights or interest therein or with respect thereto), created or issued by any person, firm, association, corporation or government or subdivision thereof; to exercise as owner or holder of any such property any and all rights, powers and privileges in respect thereof, to hold, administer, sell, convey, dispose of, invest and reinvest such property and the income and proceeds thereof; to use, apply or disburse any of its property or the income or the proceeds thereof, exclusively for or toward any one or more of its purposes as enumerated in this Article IV;
- g. To solicit the donation or investment of funds from boards, agencies, institutions, or individuals; to receive, hold, invest, reinvest, and administer such funds and other property which may be given, transferred, conveyed or entrusted to it in an investment fund or mortgage pool; to issue receipts to such donors and holders of participation certificates, notes or debentures for their gifts, or as the case may be, their interest in or their loans to such investment fund or mortgage pool; and to the extent determined by the Board of Directors, to invest in stocks, bonds, or other securities, without being limited to so-called legal investments for fiduciaries; to collect the interest or income therefore; to pay to investors such interest upon their investments as may be determined by the certificates of participation, notes or debentures or contracts with the Corporation; to purchase, sell, exchange or otherwise dispose of, pledge, mortgage, or hypothecate, all kinds of securities, and to exercise any and all of said powers, either on its own account, or as agent or trustee for other persons, firms, corporations, or other organizations;
- h. To exercise any, all and every power under which a non-profit corporation organized under the provisions of the Florida Not-For-Profit Corporation Act, as from time to time may be amended, for religious, charitable or educational purposes, can be authorized to exercise

FURTHER:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.
2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.

3. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may be amended.
4. In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.
5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992-2 C.B. 411-12, as may be amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly.
6. In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt of organizations described in Section 501(c)(7) of the Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of 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.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

- (i) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (ii) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (iii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (iv) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or
- (v) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

ARTICLE VI NONDISCRIMINATORY POLICY

This corporation, including all of its assistance programs and sponsored activities admits participants of any race, color and national or ethnic origin, to all the rights, privileges,

programs and activities generally accorded or made available to other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarships and loan programs, athletic and other educational or sponsored programs.

ARTICLE VII TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State Of Florida and the Corporation shall have perpetual existence thereafter.

ARTICLE VIII ELECTION OF CORPORATE DIRECTORS

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

ARTICLE IX MEETINGS

- 1.) After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.
- 2.) The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

ARTICLE X INCORPORATOR

The name and address of the incorporator of these Articles Of Incorporation is as follows:

Bernard Timothy Long

Mailing Address:

Post Office Box 520778
Longwood, Florida 32752-0778

Physical Address:

895 Franklin Street
Altamonte Springs, Florida 32701

ARTICLE XI OFFICERS

The officers of the Corporation shall be a President, Secretary, and Treasury and such other officers as may be provided by the ByLaws. Officers shall be elected Annually by the Board of Directors at its annual meeting. The names and address of the persons, who are to serve as officers of the Corporation until the first meeting of the Board Of Directors are:

President
Bernard Timothy Long

Mailing Address:

Physical Address:

Post Office Box 520778
Longwood, Florida 32752-0778

895 Franklin Street
Altamonte Springs, Florida 32701

Vice-President
Matthew M Gura

Mailing Address:
Sevierville, Tennessee 37864

Physical Address:
GURA and Associates, Inc.
1016 Dolly Parton Parkway, Suite 1
Sevierville, TN 37862

Treasurer
Michael Patrick Long

Mailing Address:
Post Office Box 520778
Longwood, Florida 32752-0778

Physical Address:
895 Franklin Street
Altamonte Springs, Florida 32701

Office Administrator / Secretary
Mary Rebecca Milam

Mailing Address:
157 Washington Avenue
Lake Mary, Florida 32746

Physical Address:
157 Washington Avenue
Lake Mary, Florida 32746

ARTICLE XII

MEMBERSHIP

The Corporation shall have members and the members of the Corporation will be required to meet the qualifications set forth in the Corporation's Constitution and Bylaws; provided, however, neither the incorporators nor the members of the Corporation shall have any vested right, interest or privilege of, in or to the assets of the Corporation, or any right, interest or privilege which may be inheritable or which shall continue once his membership ceases in the Corporation

ARTICLE XIII

AMENDMENT OF ARTICLES

The Corporation by resolution adopted by a unanimous vote of those entitled to vote attending an annual meeting or a special meeting called for such purpose, reserves the right to amend, alter, change or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law. No amendment, addition, alternation, change or repeal of these Articles shall be made unless it is first approved by the Board of Directors pursuant to a resolution adopted by the affirmative vote of a unanimous approval of the Directors, then in office and thereafter is approved.

ARTICLE XIV

AMENDMENT OF BYLAWS OF THE CORPORATION

The Corporation, by resolution adopted by a unanimous vote of those entitled to vote attending an annual meeting or a special meeting called for such purpose, reserves the right to amend, alter, change or repeal any provision contained in the Bylaws in the manner now or hereafter prescribed by law. No amendment, addition, alternation, change or repeal of these ByLaws shall be made unless it is first approved by the Board of Directors pursuant to a resolution adopted by the affirmative vote of a unanimous approval of the Directors, then in office and thereafter is approved.

ARTICLE XV

SEVERABILITY

Whenever possible, each provision of these Articles will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of these Articles is held to be invalid, illegal or unenforceable in any respect under any applicable law or rule in any jurisdiction, such invalidity, illegality or unenforceability will not affect any other provision or any other jurisdiction, but these Articles will be reformed, construed and enforced in such jurisdiction as if such invalid, illegal or unenforceable provision had never been contained herein.

ARTICLE XVI COUNTERPARTS

These Articles may be executed in separate counterparts each of which will be an original and all of which taken together will constitute one and the same Articles.

ARTICLE XVII TERMINATION

These Articles will terminate upon the earliest to occur of (a) the completion of any voluntary or involuntary liquidation or dissolution of the Company and (b) the completion of a Disposition Event.

ARTICLE XVIII GOVERNING LAW

ALL QUESTIONS CONCERNING THE CONSTRUCTION, VALIDITY AND INTERPRETATION OF THESE ARTICLES WILL BE GOVERNED BY THE LAWS OF THE STATE OF FLORIDA, WITHOUT REGARD TO PRINCIPLES OF CONFLICTS OF LAW.

ARTICLE XIX DESCRIPTIVE HEADINGS

The descriptive headings of this Articles are inserted for convenience only and do not constitute a part of this Articles.

ARTICLE XX CONSTRUCTION

The language used in These Articles will be deemed to be the language chosen by the parties to express their mutual intent, and no rule of strict construction will be applied against any party.

I THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Florida, do make, file and record these Articles of Incorporation, hereby declaring and certifying that his is my act and deed and that the facts herein stated are true and accordingly have hereunto set my hand and acknowledged and filed in the Office of the Department of State, Division of Corporations, State of Florida the foregoing Articles of Incorporation, under Chapter 617 of the laws of the State

of Florida.

By:

Bernard Timothy Long
Bernard Timothy Long
BERNARD Timothy Long

NAME:

(Printed Name)

JUNE 28, 2009
Date

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, Chapter 617 of the Florida Statutes. St. Bernard International Helping Hand Group Of Charities, Inc., a Florida Non-Profit Corporation, organizing under the laws of the State Of Florida has named:

Bernard T. Long
Mailing Address: Post Office Box 520778
Longwood, Florida 32752-0778
Physical Address: 895 Franklin Street
Altamonte Springs, Florida 32701
Telephone Number: 407-599-1700
as its Agent to accept service of process within this State.

ACCEPTANCE:

I, Bernard T. Long, agree to act as the Registered Agent Of

St Bernard International Helping Hand Group Of Charities, Inc.
A Florida Non-Profit Corporation

and

I agree to accept service of process, to keep the office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process of the above designated address) in some conspicuous place in the office as required by law. I am, familiar with, and accept the obligations of the position of Registered Agent of St Bernard International Helping Hand Group Of Charities, Inc., a Florida Non-Profit Corporation.

By:

Bernard Timothy Long
Bernard Timothy Long
BERNARD Timothy Long

NAME:

(Printed Name)

JUNE 28, 2009
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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