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INVERNESS, FLORIDA 34450

KENNETH S. STEPP

Member of The
Florida Bar
Since 1977

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(804) 344-1313
1-800-752-7717

November 06, 1996

Honorable Sandra Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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RE: ARTICLES OF INCORPORATION OF
HELPING HANDS OUTREACH MINISTRIES, INC.

Dear Ms. Mortham:

The purpose of this letter is to incorporate the above association. In connection therewith, we enclose the following:

1. The original and one copy of the Articles of Incorporation.

2. A check payable to the Secretary of State in the amount of \$122.50 which will cover the filing fee for filing the Articles of Incorporation, and the registered agent's cost. It should also cover the forwarding of a certified copy of the Articles of Incorporation to this office.

Yours very truly,

Kenneth S. Stepp

Kenneth S. Stepp

KSS/cm
Enclosures

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TALLAHASSEE
FLORIDA

ARTICLES OF INCORPORATION
OF
HELPING HANDS OUTREACH MINISTRIES, INC.

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FLORIDA

The undersigned, for the purpose of forming a Corporation under Florida Law, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is HELPING HANDS OUTREACH MINISTRIES, INC.

ARTICLE TWO

The duration of the Corporation is perpetual. Corporate existence will commence at the time of the filing of the Articles of Incorporation by the Department of State.

ARTICLE THREE

The HELPING HANDS OUTREACH MINISTRIES, INC. is a corporation not for profit and is organized for the following purposes:

1. To help the homeless and to establish an additional homeless shelter with Church in Citrus County, Florida.
2. To transact any other lawful business for which corporations not for profit may be incorporated under Florida law.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The members of this Corporation shall be composed of all persons hereinafter named as subscribers and such other persons

as from time to time hereinafter may become members in the manner provided in the by-laws.

ARTICLE FIVE

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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 this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, or by a corporation, contributions to which are deductible under the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law. On the dissolution of this corporation, the Board of Directors shall dispose of all of the assets of this corporation, exclusively for the purposes of this corporation, in the manner or to an organization or organizations

that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes.

ARTICLE SIX

The names and residences of the subscribers are:

NAME

ADDRESS

RANDY T. RIGGS

6377 West Mango Lane
Crystal River, FL 34429

RICHARD M. BEARD

6199 West Minuteman St.
Homosassa, FL 34448

SHARON L. BROWN

P.O. Box 2818
Homosassa Springs, FL 34447

ARTICLE SEVEN

1. The affairs of this corporation shall be managed by officers elected by the Board of Directors at its annual meeting. The officers shall serve until the next annual meeting of the Board of Directors, unless removed earlier in accordance with the by-laws. The officers of this corporation shall be a president, a secretary, and a treasurer, and such other officers as may be provided in the by-laws.

2. The names of the officers who shall serve until the election at the organizational meeting after these articles are approved are:

OFFICE

NAME

President

RANDY T. RIGGS

Secretary

SHARON L. BROWN

Treasurer

RICHARD M. BEARD

ARTICLE EIGHT

1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have not less than three (3) directors initially. The number of directors may be changed from time to time by the by-laws, but never shall be less than three (3).

2. The Board of Directors shall be members of the corporation.

3. Members of the Board of Directors shall be elected and hold office in accordance with the by-laws.

4. The names and addresses of the persons who are to serve as directors for the ensuing year or until the first annual meeting of the corporation are:

NAME

ADDRESS

RANDY T. RIGGS

6377 West Mango Lane
Crystal River, FL 34429

RICHARD M. BEARD

6199 West Minuteman Street
Homosassa, FL 34448

SHARON L. BROWN

P.O. Box 2818
Homosassa Springs, FL 34447

Vacancies in the initial Board of Directors occurring before the first election shall be filled by the directors remaining in office, even though they do not constitute a quorum of the Board of Directors.

ARTICLE NINE

1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

2. Upon proper notice, the by-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE TEN

An amendment to these Articles of Incorporation may be proposed by the Board of Directors or a member. Amendments shall be adopted by the Board of Directors by the affirmative vote of at least 3/4 of the directors present and voting at a meeting in which a quorum is present.


ARTICLE ELEVEN

The initial resident agent for this corporation is RANDY T. RIGGS, and the principal office and registered office address is located at 6377 West Mango Lane, Crystal River, FL 34429.

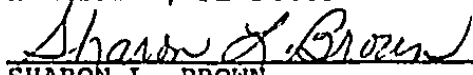
ARTICLE TWELVE

No act of the members shall be valid unless taken at a meeting of members after notice as prescribed in the by-laws.

Executed by the undersigned at Inverness, Citrus County,
Florida, on November, 1996.


RANDY T. RIGGS
6377 West Mango Lane
Crystal River, FL 34429


RICHARD M. BEARD
6199 West Minuteman Street
Homosassa, FL 34448

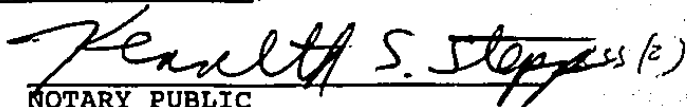

SHARON L. BROWN
P.O. Box 2818
Homosassa Springs, FL 34447

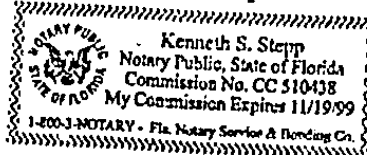
STATE OF FLORIDA

COUNTY OF CITRUS

Personally appeared before me, the undersigned authority,
^{K.S.S.} RANDY T. RIGGS, ^{K.S.S.} RICHARD M. BEARD, and SHARON L. BROWN,
personally known to me to be the persons described as the
subscribers in and who executed and subscribed to these Articles
of Incorporation, and they all showed my their Florida Driver's
Licenses, and they acknowledged before me that they executed
the same.

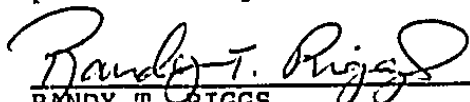
WITNESS my hand and official seal in the County and State
aforesaid, this 11 day of November, 1996.


NOTARY PUBLIC
KENNETH S. STEPP
State of Florida At Large
My Commission Expires:



CONSENT OF RESIDENT AGENT

HAVING BEEN NAMED as resident agent of this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


RANDY T. RIGGS
6377 West Mango Lane
Crystal River, FL 34429

FILED
56 NOV 13 PM 4:17
CLERK OF DISTRICT COURT
CRISTAL RIVER, FLORIDA