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Wakefield

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Sebring, FL 33870
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FILED STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 21 AM 10:15

November 6, 1996

Florida Department of State
Division Of Corporations
PO Box 6327
Tallahassee, FL 32314

700002000617--0
-11/09/96--01076--020
****122.50 ****122.50

Dear Sir/Madam:

Please file the enclosed Articles of Incorporation. A check for \$122.50 is enclosed to cover the filing fee.

We have also supplied a copy which we would request that you stamp and return to us in the self-addressed, stamped envelop included.

Thank you for your time and assistance.

Cordially,

Laurel
Laurel Wakefield

789,634,615,671
W96-24158



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 14, 1996

LAUREL WAKEFIELD
444 MAGNOLIA AVENUE
SEBRING, FL 33870

SUBJECT: PROGRAM OUTREACH CORPORATION
Ref. Number: W96000024158

We have received your document for PROGRAM OUTREACH CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I heroby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 096A00051989

Articles of Incorporation
of
PROGRAM OUTREACH CORPORATION
a Florida Not For Profit Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 21 AM 10:15

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

Article I

The name of the corporation is Program Outreach Corporation.

Article II

The corporation shall have perpetual duration.

Article III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are: training underprivileged children and assisting them in finding jobs; encouraging scholastic achievement; providing underprivileged children with ways to occupy their time other than with drugs and gangs; and the like.

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and for other charitable purposes, by the distribution of its funds for such purposes, and particularly for the education of underprivileged children. Education meaning teaching the children to avoid drugs and alcohol, gangs, and crime, as well as assisting them with scholastic endeavors.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article IV

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of

the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

Article V

The street address of the initial registered office of the corporation is 920 Booker Street, City of Sebring, County of Highlands, State of Florida. The name of its initial registered agent at such address is Ronald Walker. The principal place of business is the same as the registered office.

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on November 15, 1996, at 4:00 P.M., at 920 Booker Street, Sebring, Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of 5 years until the annual meeting of members following the election of directors and until the qualification of the successors in office. Director's terms may be changed per the by-laws. Annual meetings shall be held at 4:00 P.M., on the second Thursday of January of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and by-laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

| Name | Residential Address |
|-------------------|--------------------------------------|
| RONALD WALKER | 920 BOOKER STREET, SEBRING, FL 33870 |
| JAMES REED | 4890 HIGH AVENUE, SEBRING, FL 33870 |
| BILLY JOE SHANNON | 1930 DECATUR ST., SEBRING, FL 33870 |

Article VII

The name and address of each incorporator are:

| Name | Address |
|-------------------|--------------------------------------|
| RONALD WALKER | 920 BOOKER STREET, SEBRING, FL 33870 |
| JAMES REED | 4890 HIGH AVENUE, SEBRING, FL 33870 |
| BILLY JOE SHANNON | 1930 DECATUR ST., SEBRING, FL 33870 |

Article VIII

The board of directors shall elect the following officers: president, secretary and treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers: RONALD WALKER, 920 Booker Street, Sebring, FL, President, and JAMES REED, 4890 High Avenue, Sebring, FL 33870, secretary, BILLY JOE SHANNON, 1930 Decatur St., Sebring, FL, treasurer.

Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

Article X

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

Article XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and

which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII.

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on October 31, 1996.

Ronald Walker
RONALD WALKER

James T. Reed
JAMES REED

Billy Joe Shannon
BILLY JOE SHANNON

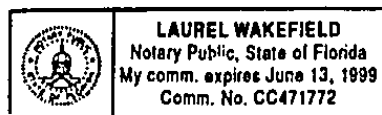
STATE OF FLORIDA :
: ss
COUNTY OF HIGHLANDS :

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared RONALD WALKER, JAMES REED, and BILLY JOE SHANNON, who are known to me to be the persons who executed the foregoing instrument and who acknowledged to me that they executed the same for the reasons and purposes set forth therein. I relied on the following form of identification of the above-named persons: _____

Personally known
and that an oath (was) (was not) taken.

Witness my hand and official seal in the County and State last aforesaid this 5th day of November, 1996.

Laurel Wakefield
NOTARY PUBLIC



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 21 11 16 AM '96

Pursuant to the provision of Sections 607.0501 or 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:

PROGRAM OUTREACH CORPORATION

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

Ronald Walker
920 Booker Street
Sebring, FL 33870

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Ronald Walker

Date: _____

November 5, 1996