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P.O. Box 593248
Orlando, FL 32859

(Address)

(City/State/Zip/Phone #)

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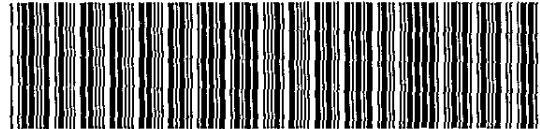
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**ARTICLES OF INCORPORATION
OF
FLORIDA CIVIL RIGHTS ASSOCIATION, INC.**

ARTICLE I. NAME

The name of the Corporation is: Florida Civil Rights Association, Inc.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of the corporation is 520 Swoope Avenue, Winter Park, Florida 32792, and the mailing address of the corporation is Post Office Box 593248, Orlando, Florida 32859.

ARTICLE III. PURPOSES AND POWERS

A. The Corporation is a not-for-profit Corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The purposes for which the corporation is organized are: (i) to operate exclusively for charitable, public safety and educational purposes; (ii) to exercise all rights and powers conferred by the laws of the State of Florida on non-profit corporations; (iii) without limiting the purpose stated in (ii) above, to advocate diversity, equal opportunity and fairness for all African Americans and other minorities by eliminating prejudices and racial discrimination in the public and private sectors, (iv) without limiting the purpose stated in (iii) above, to defend human and civil rights secured by law, (v) without limiting the purpose stated in (iv) above, to combat community deterioration and juvenile delinquency.

B. To operate as a statewide entity providing programs and services in Florida communities that ensures equal access and opportunities for all persons.

C. Notwithstanding any other provision of the Articles of Incorporation, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director of the Corporation or to any member of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Directors of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

E. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

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F. In the event of dissolution, the residual assets of the Corporation will be turned over to State, local government for exclusive public purposes.

ARTICLE IV. DURATION

The duration of the Corporation shall be perpetual.

ARTICLE V. QUALIFICATION OF MEMBERS

The terms, conditions and qualification with respect to the membership (if any) of this Corporation shall be as provided for by the By-laws of the Corporation.

ARTICLE VI. BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the Board of Directors. The number of the initial Board of Directors for the Corporation shall be as provided for in the Corporation's By-laws. It is further provided that the number of Directors may be increased from time to time, as provided in the Corporation's By-laws, but shall never be less than three (3) nor more than nine (9). Such Directors are to be elected or appointed according to the Corporation's By-laws. The Board of Directors shall have the power of modify the Article of Incorporation.

ARTICLE VII. INITIAL REGISTERED AGENT

The name of the Registered Agent is Willie Davis James, III. The address of the Registered Agent is 520 Swoope Avenue, Winter Park, Florida 32792.

ARTICLE VIII. CHARTER AND SUBORDINATION

The Corporation's Board of Directors shall grant a charter to establish a branch, chapter, or a unit of the organization in the state that is subordinate to and subject to the authority, policies and By-laws of the Florida Civil Rights Association, Inc.

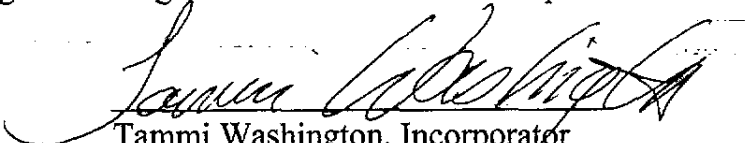
ARTICLE IX. INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law and against all expenses and liabilities including attorney's fees reasonably incurred in connection with any threatened, pending or completed action site or proceedings or settlement thereof in which they may become involved as a part or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE X. INCORPORATOR

The name of the Incorporator is as follows: Tammi Washington. The address of the incorporator is 520 Swoope Avenue, Winter Park, Florida 32792.

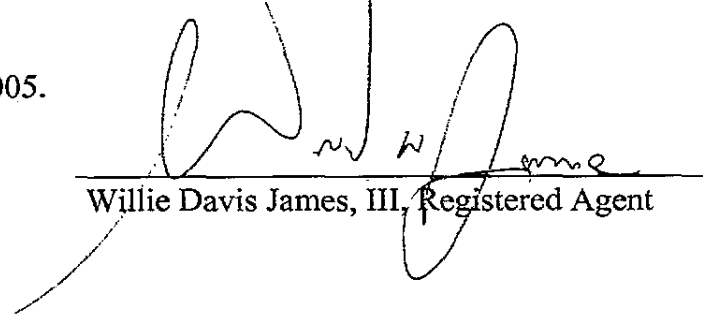
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 10th day of March 2005.


Tammi Washington, Incorporator

ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned hereby acknowledges that, as set forth in the foregoing Article of Incorporation, he is presently serving as Registered Agent of the Florida Civil Rights Association. Pursuant to Section 617.0501(3), Florida Statutes (1995), I hereby state that I am familiar with and will continue to perform the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 10th day of March 2005.


Willie Davis James, III, Registered Agent

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