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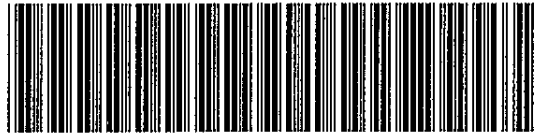
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C.Y. 3-6

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Attorney at Law

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February 26, 2005

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Division of Corporations
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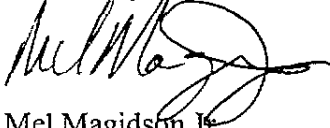
***RE: Articles of Incorporation for Habitat for Humanity
of Gulf County, Incorporated***

To Whom It May Concern:

Enclosed are the Articles of Incorporation with the Acceptance of Registered Agent for the referenced corporation. Also enclosed is a check in the amount of \$78.50 for the filing fee and the cost of a certified copy of the Articles. Please file the document and return the certified copy to me at your earliest convenience.

Thank you for your assistance.

Yours truly,



Mel Magidson Jr.

MCM/mls
encls. _

**ARTICLES OF INCORPORATION
OF
HABITAT FOR HUMANITY OF GULF COUNTY, INCORPORATED**

The undersigned Incorporators, for the purposes of forming a corporation under Florida Statutes, Chapter 617, adopt the following Articles of Incorporation.

ARTICLE I – NAME

The name of this corporation shall be Habitat for Humanity of Gulf County, Incorporated.

ARTICLE II – PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

P.O. Box 675
Port St. Joe, Florida 32456

ARTICLE III – DURATION

This corporation shall have perpetual duration.

ARTICLE IV – NOT FOR PROFIT CORPORATION

The corporation shall have no members.

ARTICLE V - PURPOSE

This corporation is organized to:

- a) To witness to and implement the gospel of Jesus Christ in Florida and throughout the United States and the world by working with economically disadvantaged people to help them to create a better human habitat in which to live and work;
- b) To communicate the gospel of Jesus Christ by means of the spoken and written word;
- c) To receive, maintain, and accept as assets of the corporation, any property, whether real, personal or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these articles of Incorporation; but no gift, bequest, devise or purchase of any such property shall be received

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- or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principle to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal revenue Code, as amended; and
- d) To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal revenue Code, as amended, and under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes.
 - e) Any other lawful purpose.

ARTICLE VI – BOARD OF DIRECTORS/MANNER OF ELECTION OF DIRECTORS

The number of Directors of the corporation and the method of their election shall be provided in the by-laws. The number of Directors constituting the initial Board of Directors shall be one and the name and address of the person who shall serve as Director until their successor shall be elected and qualified are as follows:

Tracy Melvin
507 C 7th St.
Port St. Joe, FL 32456

ARTICLE VII – POWERS EXCLUDED

The powers and activities of the corporation shall be limited as follows:

- a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to any of its members, trustees, directors, officers, or other private persons, except that the 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 these articles of incorporation. 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 any political campaign on behalf of or in opposition to any candidate for public office.
- b) Anything contained in these articles of incorporation to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (i) a

corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal revenue Code, as amended, or any corresponding section of any future tax code; or (iii) a corporation organized and existing under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE VIII – DISSOLUTION

In the event of the dissolution and liquidation of this corporation, to the extent allowed or permitted under applicable laws, the property and assets of the corporation shall be, as determined by the Board of Directors, distributed to or sold and the proceeds of such sales distributed to: (i) Habitat for Humanity International, Inc., a Georgia Nonprofit Corporation and a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended; or (ii) any other organization(s) organized and operating for the same purposes for which the corporation is organized and operating or any organization(s), foundation(s), Fund(s), or corporation(s) organized and operated exclusively for religious, charitable, scientific, educational, or other purposes permitted by Section 501(c)(3) of the Internal Revenue Code, as amended, all of which such organizations, foundations, funds, or corporations shall be exempt under Section 501(c)(3) of the Internal revenue Code, as amended. In the event that any assets are not disposed of in accordance with the provisions of these articles of incorporation or that the corporation shall fail to act within a reasonable time in the manner provided in these articles of incorporation, the Circuit Court of the Second Judicial Circuit, in and for Franklin County, Florida shall, upon application of one or more persons having a real interest in the corporation or its assets, make such distribution(s) as provided in these articles of incorporation.

ARTICLE IX – REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Pollyanna Huie 301 E 1 st St. Port St. Joe, FL 32456

ARTICLE X – INCORPORATOR

The name and address of the Incorporators to these Articles of Incorporation are:

Tracy Melvin
507 C 7th St.
Port St. Joe, FL 32456

Tracy Melvin
Incorporator

2/24/05
Date

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 of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jolynn MacHeil

2-24-05
Date

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