



Good Shepherd Ministries, Inc.
P.O. Box 561038
Rockledge, Florida 32956-1038
(407) 632-2907

728289

Ms. Mortham

200002650972--7
 -09/29/98--01010--016
 *****87.50 *****87.50

Enclosed a check of \$87.50 For filing the amended articles of the Constitution for Good Shepherd Ministries, and Certified Copy.

Please, forgive me. I sent the Amendments to you and forgot the check.

Sincerely,

Wilda

Wilda I. Dixon

9/24/98

FILED
 98 SEP 28 AM 8:07
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Amend

TLI SEP 28 1998

FOUNDER / DIRECTOR
 Wilda Imogene Dixon
 945 Prosperity Road
 Rockledge, FL 32955

PRESIDENT
 Gerald Molitor
 2450 Murfreesboro Rd.
 Woodbury, TN 37190
 Phone (615) 563-8097

VICE PRESIDENT
 Donald Moreland
 4914 Gran Loc Ave.
 Orlando, FL 32812

SECRETARY / TREASURER
 Charles Turner
 3552 Betty Ford Rd.
 Murfreesboro, TN 37130



Good Shepherd Ministries, Inc.
P.O. Box 561038
Rockledge, Florida 32956-1038
(407) 632-2907

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

September 24, 1998

Dear Ms. Mortham:

I am sending you the revised copy of the Constitution of Good Shepherd Ministries, Inc., along with the completed form for the ARTICLES OF AMENDMENT.

These corrections and amendments serves to keep the organization up-dated and provide guidelines for improvement in services.

Since our main focus is on the children in the county of Haiti, we are faced with ever increasing burdens for the health and education of these children.

Thank you for your assistance in this matter.

Respectfully,

Wilda I. Dixon

Wilda I. Dixon, founder/director

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ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

Good Shepherd Ministries, Inc
(present name)

FILED
98 SEP 28 AM 8:07
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

- Article II Section 2 word change from directors to trustees
- Article IV Line 2 change in number of members
- Line 6 delete name Dantus Louis
- Line 8 delete national couples
- Line 12 delete sentence
- p.2 changes in responsibilities #2
- p.2, par. 4 add words accountability and assist
- p.2 par. 5 change para. title to Shepherding Committee
- p.2 par. 6 L.1 change to Executive committee
- p.2 list of responsibilities delete 1,2,3,4,5, and rearrange to add 1, 2,3,4, as rewritten
- Article V Par.1 change to managed by director
- Line 3b through 6a
- Line 11 add termination
- Article VI Line 3 change to director shall give account
- Line 7 delete and or directors
- Line 9 change directors to trustees
- Line 13 change to laws and by-laws and not less than 30 days
- Line 16 change directors to trustees

SECOND: The date of adoption of the amendment(s) was: September 3, 1998

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Good Shepherd Ministries, Inc

Corporation Name

Donald Moreland - Vice President

Signature of Chairman, Vice Chairman, President or other officer

Rev. Donald Moreland

Typed or printed name

Vice - President

Title

Sept. 24, 1998

Date

ARTICLES OF INCORPORATION

OF

GOOD SHEPHERD MINISTRIES, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation not for profit, under Charter 617, Florida Statutes, 1963.

ARTICLE I

THE NAME OF THIS CORPORATION IS
GOOD SHEPHERD MINISTRIES, INC.

ARTICLE II

The purpose for which this corporation (herein after called Good Shepherd Ministries, Inc) is as follows:

1. To organize and establish institutions related to but not limited to orphanages, day care centers, nutrition centers, and educational and church facilities, and their ministries and supporting organizations.

2. To transact any other lawful business for which corporations may be incorporated under the Florida Corporation Act or engage in any other trade or business which can in the opinion of the Board of Trustees of the Corporation, be advantageously carried on in connection with or auxillary to the foregoing business.

3. To do other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III

The Initial registered office, of the Corporation shall be 945 Prosperity Place, Rockledge, in the county of Brevard, in the State of Florida, 32955.

ARTICLE IV

The governing body of Good Shepherd Ministries, Inc. shall be a Board of Trustees of not less than three or more than eight members. The Board of Trustees shall have three categories of members: Life Membership, Elected Members, and Associate Members.

Life Membership has been awarded to the Founders of Good Shepherd Ministries, Inc.: Norman N. and Wilda I. Dixon.

Elected Members: Members shall be elected by a quorum vote which is one-half of the membership plus one.

Associate Members: Individuals who are invited by the Board of Trustees to serve in association with the board to give insights, constructive criticism, advice and assistance in fund-raising.

Membership Terms of Service: The term of service was determined by random drawing of numbers one through four to off-set the expiration date. Therefore, the term of service shall be four years. Members may be reelected for three consecutive terms of four years.

Election: The Board of Trustees shall elect a President, Vice-President, Secretary and Treasurer for a term of two years. The Vice-President shall automatically succeed the President in that office. A Vice -President shall be elected every other year. The Secretary and Treasurer shall be elected at the time the incumbant new President takes office.

The Responsibilities of the Board of Trustees:

1. To meet annually to conduct the official business of GSMI.
2. To appoint a Director and an Assistant Director.
3. To maintain financial accountability.
4. To hold titles to properties.
5. To make decisions concerning buying and selling properties.
6. To establish goals, make plans and policies for the growth and development of the ministry.
7. Additional responsibilities to be established as needed.

The Board of Trustees has the power and authority to make studies and surveys, to initiate change, to assist in developing programs for growth and development, and to Shepherd the spiritual life for all who serve in this ministry. The Board of Trustees is the guardian of Good Shepherd Ministries, Inc..

The Shepherd Committee: This committee shall be made up of members of the Board of Trustees who live in the proximity of the business office. They will assist the Director in helping with the work load, workteams, and giving encouragement and guidance.

ARTICLE V

The Director who is appointed by the Board of Trustees will serve as the CEO/Business Administrator.

Standard of Conduct and responsibilities appear in the by-laws.

The Director is responsible for reporting to the Board of Trustees, and has voting rights in Board Meetings.

Resignation by anyone serving in this ministry: Such resignation shall be made in writing to the secretary and shall take effect at the time specified therein. The Secretary shall notify the other members of the Board. The vacancy will be filled by an appointment from the Board of Trustees for the remainder of the term.

Termination: A member may be terminated for moral irresponsibility, display of disloyalty or blatant spiritual backsliding.

ARTICLE VI

The Annual Board Meeting will be held on a date and at a place determined by the Board of Trustees, between January and April of the new year.

Quorum Vote constitutes one half of the members plus one.

The Secretary shall notify all members of meetings thirty days prior to the meeting.

The President, or in his absence, the Vice-President of the Board of Trustees shall chair all the meetings. In the absence of both of the officers, the Board may appoint any member to act as chairman. The Secretary shall record all business actions, and decisions. In the absence of the secretary from the meeting, the president may appoint an acting secretary.

ARTICLE VII

The Officers of the Corporation are:

President	Vice President	Secretary/Treasurer
Gerald Molitor	Donald Moreland	Charles Turner
124 Ralexi Lane	4914 Gran Loc Ave.	3552 Betty Ford Rd.
Woodbury, TN 37190	Orlando, FL 32812	Murfreesboro, TN
		37130

Members:

Samuel Farrell	Randy Alonso
471 Blue Lagoon Lane	300 Tucker Lane
N. Fort Meyers, FL 33903	Cocoa, FL 32926

Director:	Assistant Director
Wilda I. Dixon	William Younger
945 Prosperity Pl	1160 Holland St.
Rockledge, FL 32955	Melbourne, FL 32935

ARTICLE VIII

In event that it becomes necessary to dissolve and/or terminate the assets, if any, after all expenses have been paid, and obligations met, the Board shall sell, or transfer any or all property to another tax-exempt religious association or organization which would qualify under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IX

The Corporate existence of this Corporation shall continue under the revision of the Articles of amendment as prepared under the compliance with section 617.1006, Florida Statutes, and filed in accordance with section 617.01201 Florida Statutes.

The Registered Agent is Founder and Director of Good Shepherd Ministries,

Inc.: Wilda I. Dixon
945 Prosperity Pl.
Rockledge, FL 32955

The pursuant registered agent is:

William Younger
1160 Holland St.
Melbourne, FL 32935

*Wilda I. Dixon, founder/director
September 24, 1998*