

N00000005004

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

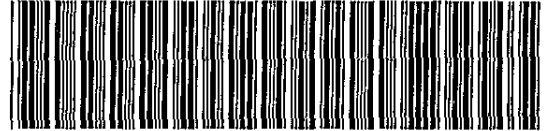
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The Shepherd's Staff, Inc.

"helping people reconnect with God's heart - in Christ"

Retreat
Rest
Restoration

To the Amendment Section of the Division of Corporations

July 12, 2003

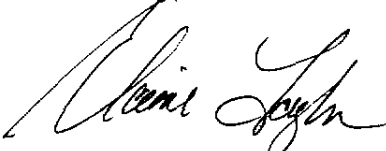
Enclosed are three copies of our existing Articles of Incorporation, Document # N00000005004, and three copies of the amendments to be added to our Articles.

Please return to us two (2) filed/stamped/dated copies, including the newly filed amendments. Fees included in check enclosed.

We will move to our new corporate address in Virginia on August 9th, 2003, so your most prompt processing would be greatly appreciated!

If you have any questions, please call me at (941) 359-1607. Thank you so much.

Sincerely,



Elaine Taylor, Treasurer

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: THE SHEPHERD'S STAFF, INC
(Name of corporation)

DOCUMENT NUMBER: 100000005004

The enclosed Statement of ~~Change of Registered Office Agent~~ ^{AMENDMENTS} and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

THE REV. ANN B. DAVIS
(Name of person)

THE SHEPHERD'S STAFF, INC
(Name of firm/company)

6136 TURNBURY PARK DR #10104
(Address)

SARASOTA, FL 34243
(City/state and zip code)

For further information concerning this matter, please call:

ELAINE TAYLOR, TREASURER at (941) 359-1607
(Name of person) (Area code & daytime telephone number)

Enclosed is a \$35.00 check made payable to the Department of State.

*Plus 8.75 x 2 for
Return of 2 filed/stamp
copies = 852.50*

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

ARTICLES OF AMENDMENT

to

FILED

ARTICLES OF INCORPORATION

03 JUL 14 PM 12:17

of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE SHEPHERD'S STAFF, INC.
(present name)

NO0000005004
(Document Number of Corporation (If known))

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.)

SEE ATTACHED -

SECOND: The date of adoption of the amendment(s) was: MAY 29th, 2003

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.

The Reverend Ann B. Davis, Chairman

Signature of Chairman, Vice Chairman, President or other officer

THE REV. ANN B. DAVIS

Typed or printed name

CHAIRMAN
Title

July 11, 2003
Date

**Amendments to the Articles of Incorporation for
The Shepherd's Staff, Inc.
Document #N00000005004
May 29, 2003**

Articles Added:

- XI The Corporation shall qualify as a foreign corporation in the Commonwealth of Virginia, and shall conduct business in the same.
- XII The principal corporate office shall be maintained in the Commonwealth of Virginia.

Articles Amended:

Article II. Principal Office

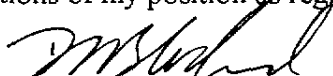
The place in the Commonwealth of Virginia where the principal office of the Corporation is to be located is: 6507 B Woodlake Village Ct., Midlothian, VA 23112, Chesterfield County.

Article VI Registered Agent

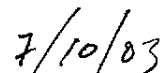
In accordance with Florida Statute 607.0505, the name and address of the duly appointed Registered Agent is:

The Reverend Dr. Deborah Blackwood
6158 Turnbury Park Dr. #1202
Sarasota, FL 34243

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature of Registered Agent)



(Date)

**ARTICLES OF INCORPORATION
OF
THE SHEPHERD'S STAFF, INC.**

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the non-profit corporation law of The State of Florida, do hereby certify:

ARTICLE I - NAME

The name of the corporation shall be: **THE SHEPHERD'S STAFF, INC.**

ARTICLE II - PRINCIPAL OFFICE

The place in this state where the principal office of the Corporation is to be located is: 6126 Turnbury Park Drive #10104, Sarasota, Florida 34243, County of Manatee

ARTICLE III - PURPOSE

Said corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future federal tax code. In addition, the purposes for which the corporation is organized are as follows:

- (a) To minister to those who minister, by providing a place of retreat, rest, and restoration.
- (b) To establish and operate a center to provide spiritual and moral guidance and all forms of assistance for persons who minister to others.
- (c) To seek and accept financial donations for the purposes of the corporation;
- (d) To establish other centers for retreat, rest, and restoration for those who minister to others.
- (e) To acquire and take by purchase, donation, devise, bequest, lease, or otherwise, real and personal property, and to sell, exchange, mortgage, lease, let, improve and develop the same and to erect and maintain any necessary buildings and to accept any gift or real and personal property, whether subject to any special trust or not, for any one or more of the objects of the corporation.

ARTICLE IV - MANNER OF ELECTION

The number of board members shall be at all times not less than three, and whenever for any reason the number is reduced to one, there shall be, and at any other time there may be, appointed one or more additional board members. Appointments shall be made by the Chairman of the Board of Directors, or by board members for the time in office by written instruments signed and acknowledged. Any succeeding or additional board member shall, upon his/her acceptance of the office by written instrument signed and acknowledged, have the same powers, rights, and duties jointly with the remaining board members as if originally appointed.

ARTICLE V - INITIAL DIRECTORS/OFFICERS

The names and addresses of the persons who are the initial members of the board of directors of the corporation are as follows:

Name: The Reverend Ann B. Davis	Address: 6126 Turnbury Park Drive #10104 Sarasota, Florida 34243
Name: Ms. Elaine Taylor	Address: 8421 Isles Worth Court #14207 Sarasota, Florida 34243
Name: Ms. Kathleen Jones-Baze	Address: 3098 Lamplighter Drive Sarasota, Florida 34234

ARTICLE VI - REGISTERED AGENT

The name and address of the initial Registered Agent for the corporation is:

The Reverend Ann B. Davis
6126 Turnbury Park Drive #10104
Sarasota, Florida 34243

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is:

The Reverend Ann B. Davis
6126 Turnbury Park Drive #10104
Sarasota, Florida 34243

ARTICLE VIII - DISTRIBUTION OF NET EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Article III hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX - DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section

501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

ARTICLE X - MEMBERSHIP

The corporation shall have no members.



Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Alan B. Davis
Signature/Registered Agent

July 28, 2000
Date

Alan B. Davis
Signature/Incorporator

July 28, 2000
Date