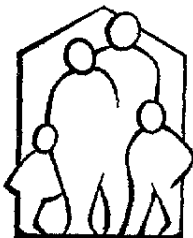


N00000005445



Interfaith
Hospitality
Network

A Community Response for Homeless Families

FILED
00 AUG 14 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 7, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Subject: Interfaith Hospitality Network of Orange and Seminole Counties

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$78.75 Filing Fee & Certificate of Status

From: Shirley Sheffer
3279 Touraine Ave.
Orlando, FL m32812
407 851-8399

8-21

**ARTICLES OF INCORPORATION
OF
INTERFAITH HOSPITALITY NETWORK OF ORANGE AND SEMINOLE COUNTIES**

By these Articles of Incorporation (the "Articles"), the undersigned Incorporator forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions:

**ARTICLE I
NAME**

- 1.1 The name of the corporation shall be INTERFAITH HOSPITALITY NETWORK OF ORANGE AND SEMINOLE COUNTIES, INC. For convenience, the corporation shall be referred to in this instrument as "Network".

**ARTICLE II
DURATION**

- 2.1 The Network shall exist perpetually unless and until dissolved according to law. Corporate existence of the Network shall commence upon the filing of these Articles with the Florida Department of State.

**ARTICLE III
DEFINITIONS**

The following words shall have the definitions set forth below for the purposes of these Articles:

- 3.1 "Articles" shall mean these Articles of Incorporation.
- 3.2 "Board" or "Board of Directors" shall mean the Board of Directors of the Network.
- 3.3 "Bylaws" shall mean the Bylaws of the Network.
- 3.4 "Network" shall mean and refer to Interfaith Hospitality Network of Orange and Seminole Counties, Inc., a Florida corporation not for profit and its successors and assigns.
- 3.5 Whenever the masculine pronoun appears it is for convenience only and shall mean either a male or female person.

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ARTICLE IV
PRINCIPAL OFFICE

- 4.1 The principal office of the Network shall be located at 3279 Touraine Avenue, Orlando, Florida 32812

ARTICLE V
REGISTERED OFFICE AND AGENT

- 5.1 Shirley Sheffer, whose address is 3279 Touraine Avenue, Orlando, Florida 32812, is hereby appointed the initial registered agent of the Network and the registered office shall be at said address.

ARTICLE VI
PURPOSES AND POWERS OF THE ASSOCIATION

- 6.1 This Network is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law, including, for such purposes, to develop and provide services and facilities for homeless and low-income persons in Orange and Seminole counties in the State of Florida, including but not limited to providing food, clothing, shelter and low cost housing.
- 6.2 Notwithstanding any other provisions of these articles, this organization 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 corresponding provision of any future United States Internal Revenue law.
- 6.3 Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.
- 6.4 The Network shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles or the Bylaws. The Network shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the these Articles and the Bylaws, and do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Network for the benefit of the owners and for the maintenance,

administration and improvement of the Subject property and Common Areas within its jurisdiction. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Network shall be fully transferable, in whole or part, to any developer, management agent, governmental unit, public body, or similar entity. Any instrument effecting such a transfer shall specify the duration thereof and the means of revocation.

- 6.5 The Network shall not pay dividends and no part of any income of the Network shall be distributed to its Directors or Officers (except that reasonable compensation may be paid for services rendered to or for the Network with respect to one or more of its purposes), and no Director or Officer of the Network, or private individual or person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Network.

ARTICLE VII
MEMBERSHIP

- 7.1 There shall be no Members

ARTICLE IX
BOARD OF DIRECTORS

- 9.1 The affairs of the Network shall be managed by a Board of no less than five (5) nor more than 15 Directors, whose number may be either increased or decreased from time to time as set forth in the by-laws of the Network; provided that there shall always be an odd number of directorships created.
- 9.3 The names and addresses of persons who are to act in the capacity of Directors until appointment or election of their successors pursuant to these Articles are:

<u>Name</u>	<u>Address</u>
Shirley Sheffer	3279 Touraine Avenue Orlando, FL 32812
Anne Landrum	2643 Ultra Vista Dr. Maitland, FL 32751
Mary Beard-Smith	639 Woodley Road Maitland, FL 32751
Diane Young	3119 Carmia Drive Orlando, FL 32806
Reno Schalm	1640 River Reach Drive, Apt. 1 Orlando, FL 32828

- 9.3 The method of selection of Directors shall be stated in the by-laws

ARTICLE X
OFFICERS

- 10.1 The affairs of the Network shall be administered by the officers designated in the By-laws. The officers shall be elected by the Board of Directors at a meeting designated for such purpose, and they shall serve at the pleasure of the Board of Directors.

ARTICLE XI
INDEMNIFICATION

- 11.1 Indemnification. Every Director and every Officer of the Network shall be indemnified by the Network against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding, whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such a proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Network, or having served at the request of the Network as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Network approves such settlement and reimbursement as being for the best interest of the Network. The forgoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.
- 11.2 Expenses of Lawsuits. Expenses incurred in defending a suit or proceeding whether criminal, civil, administrative or investigative, may be paid by the Network in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Network as authorized by these Articles of Incorporation.
- 11.3 Insurance. The Network shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Network, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Network would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE XII
BYLAWS

- 12.1 The Bylaws of the Network shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XIII
AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

- 13.1 **Resolution.** A Director may submit a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Board, which may be either the regularly scheduled meeting or a special meeting.
- 13.2 **Notice.** Within the time and in the manner provided in the Bylaws for giving notice of meetings of the Board, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director of record.
- 13.3 **Vote.** At such meeting, a vote of the Board shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of the Directors.
- 13.4 **Multiple Amendments.** Any number of amendments may be submitted to the Board and voted upon by them at one meeting.
- 13.5 **Agreement.** If two-thirds (2/3) of the Board of Directors, as provided above, sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 13.1 and 13.3 had been satisfied.
- 13.6 **Limitations.** No amendment shall make any changes in the qualifications for Directors nor the voting rights of Directors without the unanimous approval in writing by all Directors.
- 13.8 **Filing.** A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Orange County, Florida.
- 13.9 **Dissolution.** In the event that the Network is dissolved, the assets of the Network shall be distributed as outlined in Article VI. 6. 3 .

ARTICLE XIV
INCORPORATOR

14.1 The name and address of the Incorporator of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Shirley Sheffer	3279 Touraine Avenue Orlando, FL 32812

IN WITNESS WHEREOF, the undersigned Incorporator has caused these presents to be executed as of the 10th day of August, 2000.

Signed, sealed and delivered
in the presence of:

Marilyn B Woods

Shirley Sheffer
Shirley Sheffer

MARILYN B WOODS
(Print Name)

Anne L Landrum
ANNE L. LANDRUM
(Print Name)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions 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: Interfaith Hospitality Network of Orange and Seminole counties, Inc.
2. The name and address of the registered agent and office is:

Shirley Sheffer

3279 Touraine Avenue
Orlando, FL 32812

Having been named as registered agent and to accept service of process of 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 the 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.

Shirley Sheffer
SIGNATURE

08-10-2000
DATE

FILED
00 AUG 14 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA