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4762 U. S. HIGHWAY 19
NEW PORT RICHEY, FLORIDA 34652

DAVID E. OLSON

TELEPHONE/FAX:
(727)849-1222
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October 31, 2000

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

Secretary State
Division of Corporations
Tallahassee, Florida

***Re: HEALING HEARTS MINISTRY FOR WOMEN, INC., a Florida Not For Profit Corporation***

00 NOV -6

Dear Sir or Madame:

Please find enclosed original and one (1) copy of Articles of Incorporation of HEALING HEARTS MINISTRY FOR WOMEN, INC. a Florida Not For Profit Corporation, as well as Designation of Registered Agent. It is requested that the duplicate copy of the Articles be endorsed, certified, and returned to our office. Corporate existence shall begin upon the signing of the articles.

Enclosed is our check in the amount of $78.75.

Thank you.

Very truly yours,

EFFECTIVE DATE
10-31-00

DAVID E. OLSON, P.A.

David E. Olson

DAVID E. OLSON, ESQ.
DEO:lg
encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION
# OF
# HEALING HEARTS MINISTRY FOR WOMEN, INC.
## a Florida Not For Profit Corporation

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 671 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation.:

### Article I

The name of the corporation is **HEALING HEARTS MINISTRY FOR WOMEN, INC.**

### Article II

The corporation shall have perpetual duration. The corporate existence will commence on date of execution of these Articles, with the Articles to be filed within five (5) days with the Secretary of State.

### Article III

The corporation is a not for profit corporation. The purposes for which this Corporation is formed are as follows:

(a) Organize and operate a women's and family ministry in the State of Florida ; exclusively for women and family counseling, and other non-profitable purposes, including shelter, food and reducing poverty.

EFFECTIVE DATE
10-31-00

(b) To operate exclusively in any other manner for such charitable, religious, and educational purposes as will qualify it as exempt organization under Section 501(c) (3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distributions to organizations qualified as tax exempt.

### Article IV

The corporation is organized upon a non-stock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments, if any, and the method of collection thereof, shall be as regulated in the bylaws.

**Article V**

The street address of the initial registered office and principal office of the corporation is 7449 Cedar Point Drive, New Port Richey, County of Pasco, State of Florida. The name of its initial registered agent at such address is Linda M. Smith.

**Article VI**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three (3); provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on January 9, 2001, at 9:00 a.m./~~p.m.~~, at 7449 Cedar Point Drive, New Port Richey, Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held on the second Tuesday in the month of January of each year at the principal office of the corporation or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

| | |
|---|---|
| Linda M. Smith | 7449 Cedar Point Drive<br>New Port Richey, Florida 34653 |
| Timothy M. Tedrick | 1900 Wesleyan Drive, Apt. 1004<br>Macon, Georgia 31210 |

Debra A.Rock | 4841 Manor Drive
New Port Richey, Florida 34652

## ARTICLE VII

The name and address of each incorporator are:

| | |
|---|---|
| Linda M. Smith | 7449 Cedar Point Circle<br>New Port Richey, Florida 34653 |
| Debra A. Rock | 4841 Manor Drive<br>New Port Richey, Florida 34652 |
| Timothy M. Tedrick | 1900 Wesleyan Drive, Apt. 1004<br>Macon, Georgia 31210 |

## Article VIII

The board of directors shall elect the following officers: President, Vice-President, Treasurer, and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

| | |
|---|---|
| President: | Linda M. Smith<br>7449 Cedar Point Drive, New Port Richey, Fl. |
| Vice-President: | Timothy M. Tedrick<br>1900 Wesleyan Dr., Apt. 1004, Macon, Ga |
| Secretary/Treasurer: | Debra A. Rock<br>4841 Manor Drive, New Port Richey, Fl. |

## Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

## Article X

The property of this corporation is irrevocably dedicated to non-profitable purposes in accord with Section 501 (c) (3), and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

## Article XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

## Article XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on Oct. 31, 2000.

Debra A. Rock
DEBRA A. ROCK

Timothy M. Tedrick
TIMOTHY M. TEDRICK

Linda M. Smith
LINDA M. SMITH

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to take acknowledgments, DEBRA A. ROCK and LINDA M. SMITH, to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed such instrument. DEBRA A. ROCK and LINDA M. SMITH, ( ✓ ) are known to me personally or ( ) have produced N/A ________________ as identification.

WITNESS my hand and official seal in the County and State named above this 31 day of October, 2000.

Janet S Holtz
Notary Public
State of Florida at Large
(NOTARIAL SEAL)

Janet S. Holtz
Notary Public, State of Florida
Commission No. CC 628472
My Commission Exp. 3/10/2001
Bonded Through Fla. Notary Service & Bonding Co.

My Commission expires:

STATE OF GEORGIA
COUNTY OF Bibb

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to take acknowledgments, TIMOTHY M. TEDRICK, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed such instrument. TIMOTHY M. TEDRICK ( ) is known to me personally or (X) has produced drivers license as identification.

WITNESS my hand and official seal in the County and State named above this 30 day of Oct, 2000.

Notary Public
State of Georgia at Large
(NOTARIAL SEAL)

My Commission expires:

**NOTARY PUBLIC, BIBB CO., GA.**
**My Commission Expires August 15, 2004**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE , NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First that **HEALING HEARTS MINISTRY FOR WOMEN, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of New Port Richey, Florida has named:

LINDA M. SMITH
7449 Cedar Point Drive
New Port Richey, Florida 34653

as agent to accept service of process within the State.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Linda M. Smith
LINDA M. SMITH