

NO2 000002370

**THE MASTER'S WORKSHOP
2411 Lipscomb Street
Melbourne, Florida 32901**

**Mailing Address
P.O. Box 60268
Palm Bay, Florida 32906-0268**

March 21, 2002

**FILED
02 MAR 25 AM 11:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA**

**Department of State
Division of Incorporation
P.O. Box 6327
Tallahassee, Florida 32314**

**800005153248--1
-03/25/02-01042-011
*****78.75 *****78.75**

ARTICLES OF INCORPORATION

Dear Sirs:

Enclosed please ^{FIND} original and one copy of the Articles of Incorporation for The Master's Workshop, together with a check in the amount of \$78.75 to cover the cost of filing.

Please advise if there is anything further needed in order for us to complete this matter.

Thank you for your kind assistance.

Sincerely,

THE MASTER'S WORKSHOP

Janet Marks, President

By Bernadine Thomas
Bernadine Thomas, Secretary

Enclosures

04-02-02
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***ARTICLES OF
INCORPORATION
OF
THE MASTER'S
WORKSHOP, INC.
MARCH, 2002***

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE MASTER'S WORKSHOP, INC.**

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PREAMBLE

THE MASTER'S WORKSHOP, INC. is a multi-denominational ministry, devoted to the purpose of fulfilling the scripture; to love the poor and needy and to show faith through our actions; to provide a safe, loving and caring environment for the at-risk child, helping him or her to develop into a "whole" person using basic Biblical principles.

WE, the undersigned, have this day voluntarily associated ourselves together with the purpose of forming a non-profit corporation under the laws of the State of Florida, and we hereby certify:

ARTICLE I - NAME

That the name of this corporation is THE MASTER'S WORKSHOP, INC. (the "Corporation") and it's principal office shall be 2411 Lipscomb Street, Melbourne, Florida 32901, County of Brevard, State of Florida. Mailing address shall be Post Office Box 60268, Palm Bay Florida 32906-0268. The Corporation shall have a Registered Office in the County of Brevard, State of Florida, and a Registered Agent whose office may or may not be identical with the Registered Office. The addresses of each of these offices may be changed from time to time by the Board of Directors.

ARTICLE II - DURATION

This Corporation shall exist perpetually. The date of commencement of the Corporation shall be upon filing with the State of Florida and the manner in which the directors are elected or appointed shall be as stated in the By-laws.

ARTICLE III - PURPOSE

This Corporation is a multi-denominational ministry, devoted to the purpose of fulfilling the scripture; to love the poor and needy and to show faith through our actions; to provide a safe, loving and caring environment for the at-risk child, helping him or her to develop into a "whole" person using basic Biblical principles.

ARTICLE IV - A NON-PROFIT CORPORATION

This Corporation is organized pursuant to the General Non-Profit Corporation Law of the State of Florida, the property of this Corporation is irrevocably dedicated to religious, charitable and educational purposes, and upon liquidation, dissolution or abandonment, shall not inure to the benefit of any private person except a fund, foundation, or corporation organized and operated for religious or charitable purposes.

ARTICLE V - FINANCES

Funds needed for the maintenance of the Corporation shall be provided by the voluntary contributions, tithes, and offerings of the members and friends of the Corporation. Any other source of funding, deemed legitimate by the Board, from government or private sources will be accepted.

ARTICLE VI - COMMITTEES

Committees will be formed on an as needed basis. These committees shall be under the general supervision of the Board of Directors and in accordance with the By-laws. The President shall be an ex-officio member of all committees. The President and the Board of Directors shall determine when such committees should be organized or disbanded.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of initial registered office of this Corporation is 2411 Lipscomb Street, N.W., Melbourne, Florida 32901. The name of the initial registered agent of this Corporation at that address is Bernadine Thomas.

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have not less than five (5) nor more than fifteen (15) directors. The number may be either increased or decreased from time to time by the Bylaws, but shall never be less than five (5), provided that the total number of Directors be an odd number.

The name and address of the directors signing these articles are:

President	-	Janet Marks	-	1172 Sapphire Street, S.E. Palm Bay, Florida 32909
Secretary	-	Bernadine Thomas	-	1733 Sayabec Street, N.W. Palm Bay, Florida 32907
Treasurer	-	Alan Prestwood	-	3886 Peacock Drive Melbourne, Florida 32904

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the President and the Board of Directors.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation has the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the members is subject to this reservation.

ARTICLE XII - CONDUCT OF CORPORATE AFFAIRS

The Corporation shall qualify for and become a corporation qualifying as a 501(c)(3) corporation and all activities and conduct of the corporation shall be consistent therewith.

- A. The organization is organized exclusively for charitable, religious purposes including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.
- B. Notwithstanding any of the provisions herein, the purposes of this organization are limited to such purposes as are permitted under Section 501(c)(3) of the Internal Revenue Code.
- C. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 above. 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 any candidate for public office.

ARTICLE XIII

In case of dissolution, by the affirmative vote of two-thirds (2/3) of the Board members, present at an extraordinary meeting called to this effect, all of the Corporate Assets and Liabilities will be transferred to another organization created with the same purposes as The Master's Workshop, Inc. The receiving entity must be approved by two-thirds (2/3) of the Board members.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 11th day of March, 2002.



JANET MARKS

1172 Sapphire Street, S.E.
Palm Bay, Florida 32909



BERNADINE THOMAS

1733 Sayabec Street, N.W.
Palm Bay, Florida 32907



ALAN PRESTWOOD

3886 Peacock Drive
Melbourne, Florida 32904

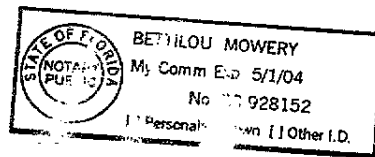
ARTICLES OF INCORPORATION
OF
THE MASTER'S WORKSHOP, INC.

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 11 day of March, 2002, by JANET MARKS who is personally known to me or who has produced a Florida Driver's License as identification.

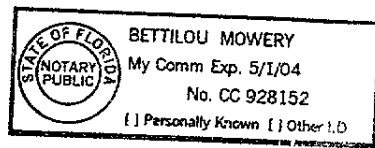
Bettilou Mowery
Notary Public
My Commission Expires 5/1/04



STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 11 day of March, 2002, by BERNADINE THOMAS who is personally known to me or who has produced a Florida Driver's License as identification.

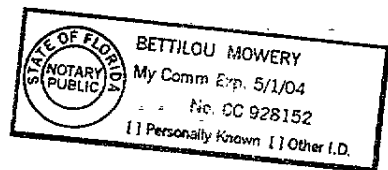
Bettilou Mowery
Notary Public
My Commission Expires 5/1/04



STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 11 day of March, 2002, by ALAN PRESTWOOD who is personally known to me or who has produced a Florida Driver's License as identification.

Bettilou Mowery
Notary Public
My Commission Expires 5/1/04



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 agent/registered office, in the State of Florida.

1. The name of the Corporation is: **THE MASTER'S WORKSHOP, INC.**
2. The name and address of the registered agent and office is: **Bernadine Thomas, 1733 Sayabec Street, N.W., Palm Bay, Florida 32907.**

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.


BERNADINE THOMAS

02 MAR 25 AM 11:17
SECRETARY OF STATE
ALLAHASSEFF FLORIDA
FILED

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing was acknowledged before me this 11 day of March, 2002, by BERNADINE THOMAS is personally known to me or who has produced a Florida Driver's License as identification.

Witness my hand and official seal in the County and State last aforesaid.


Notary Public
My Commission Expires 5/01/04

