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L. Coakley SEP 13 2004

Agape' Arms of Mercy Medical Center and Social Services, Inc.
3038 Golden Rock Drive
Orlando, FL 32818

August 27, 2004

Amendment Section
Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Amendment Section

Please find attached copy of the Amended Articles of Incorporation for Agape' Arms of Mercy Medical Center and Social Services Inc. These articles were written and approved by the Board or Directors in order to define the direction of this corporation. Additionally, some if these changes were necessary for the 501(3)(c) certification we are presently seeking. Your prompt attention is greatly appreciated. If you have any further questions I can be reached at 407 298-5111.

Sincerely,



Dr. Richard Bishop
President/Registered Agent

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

Agape Arms of Mercy Medical Center and Social Services Inc.

(present name)

NO 03000006004

(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.)

The following Articles of Incorporation were voted, approved and amended are: **Articles, I, II, III, IV, V, VI, VII, and VIII**

The following Articles were added: **IX, X, and XI**

(The new approved Articles of Incorporation are attached)

SECOND: The date of adoption of the amendment(s) was: August 27, 2004

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.

Dr. Richard Bishop 8/27/04

Signature of Chairman, Vice Chairman, President or other officer

Dr. Richard Bishop

Typed or printed name

Chairman/Registered Agent

Title

8/27/04

Date

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**ARTICLES OF INCORPORATION
OF
AGAPE ARMS OF MERCY MEDICAL CENTER
AND SOCIAL SERVICES INC.**

**ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The Name of this Corporation is:

Agape Arms of Mercy Medical Center and Social Services Inc.

The Principal office of this corporation is 2425 N. Hiawasse Road, Orlando, FL 32818

The Mailing Address of this Corporation is 3038 Golden Rock Drive, Orlando, FL 32818

**ARTICLE II
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

This Corporation is a Nonprofit Public Benefit Corporation and is Not Organized for the Private Gain of Any Person. It is Organized under the Nonprofit Public Benefit Corporation Law exclusively for charitable, health, and educational purposes, including but not limited to the delivery of HIV/AIDS Services, and affordable & accessible health care to medically underserved families, youth, elderly and other programs to aid those in need in the Orlando area.

**ARTICLE III
DURATION**

The duration of this corporation shall be *Perpetual*.

**ARTICLE IV
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation was formed are:

The Agape' Arms of Mercy Medical Center and Social Services Inc. was organized under the nonprofit public benefit corporation law exclusively for charitable, health, and educational purposes with our initial focus on HIV/Aids Services which include testing, counseling, and education. This clinic will eventually include affordable and accessible health care to the underserved families, youth, and elderly. We plan to provide economic and community educational programs and instruction services, conduct church services, operate church schools, build homes, senior housing and parsonages; rehabilitation of homes, operate women and men shelters as well as group homes for boys and girls; teach self-development skills to promote community an foreign religious mission, and aid in the spread of the gospel of Jesus Christ.

A. To operate exclusively in any other manner for each charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

B. The purposes for which the corporation is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

C. Notwithstanding any other provisions of these articles, these articles, this organization shall not carry on any activities not permitted to be carried on by an organizational exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal law.

D. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 502(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the State, or local government for exclusive public purpose.

ARTICLE V MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of a minimum of five (5) Board of Directors. The member of the Directors of the corporation shall be five, provided however, that such number may be changed by a By-Law duly adopted by the members.

Directors elected at the first annual meeting, and at times thereafter shall serve for the term of one (1) year until the annual meeting of the members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 2425 N. Hiawasse Road, Orlando, Florida 32818 on August 1st of each year at 10:00 a.m., 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 members of the Board shall individually or collectively consent in a manner to be set forth in the operating by-laws in effect as if taken by unanimous vote of the Directors.

Such consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by 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 which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of

ARTICLE VI EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 distribution in furtherance of the purposes set forth in Article IV hereof.

B. 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) by political campaign on behalf of any candidate for public office.

C. 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law)

E. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII DISTRIBUTION OF ASSETS

The Property of this Corporation is Irrevocably Dedicated to Charitable and No Part of the Net Income or assets of the Organization Shall Ever Inure to the Benefit of Any Director's, Officer's or Member's Thereof or to the Benefit of Any Private Person.

On the Dissolution or Winding up of the Corporation. Its Assets Remaining after Payment of or Provision for Payment Of, All Debts and Liabilities of this Corporation, Shall be Distributed to a Nonprofit Fund, Foundation, or Corporation Which Is Organized and Operated Exclusively for Charitable, Educational or Public Benefit Corporation, and Which Has Established its Tax Exempt Status under *Section 501(c)(3)* of the *Internal Revenue Code*.

ARTICLE VIII MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorized the Directors to so act. Such a statement shall be prima facie evidence of such authority.

This Corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the *Internal Revenue Code*. Notwithstanding any other provision of these *Articles*, the corporations shall not carry on any other activities not permitted to be carried on:

- (1) By a corporation exempt from federal income tax under Section 501(C)(3) of the *Internal Revenue Code* or;
- (2) By a corporation are deductible under *Section 170(c)(2)* of the *Internal Revenue Code*.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (*including the publishing or distribution of statements*) on behalf of or in opposition to, any candidate for public office.

The name and addresses of the persons appointed to act as the Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Dr. Richard Bishop Chairman & Registered Agent	3038 Golden Rock Drive Orlando, FL 32818
Vilma A. George Vice Chairman	7649 Silver Crown Ct. Orlando, FL 32818
Cassandra Cook Secretary	7808 Lakeside Wood Orlando, FL 32808
Arnold Jones Treasurer	3024 N. Powers Drive Orlando, FL 32818
Ingrid Bishop Director	3038 Golden Rock Drive Orlando, FL 32818
Tonya Shermain Henriquez' Director	1426 Roger Babson Road Orlando, FL 32808

B. **Corporate Officers.** The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer. Officers will serve for two years.

**ARTICLE IX
AMENDMENT OF BY-LAWS**

Subject to the limitations set forth in the Corporation Not for Profit Laws of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth thereof in the By-Laws.

**ARTICLE X
REGISTERED AGENT AND OFFICE**

The address of the Corporation's registered office shall be *3038 Golden Rock Drive, Orlando, Florida 32818*. The name of its registered agent at said address should be *Dr. Richard Bishop*. I accept the appointment of Registered Agent for said corporation.

**ARTICLE XI
AMENDMENT OF ARTICLES**

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 in the manner set forth in the By-Laws of this corporation.

We, the undersigned, Board Members of this corporation, for the purpose of clarifying this nonprofit corporation under the laws of the State of Florida, voted, approved and amended these Articles of Incorporation on this 27st day of August, 2004.

WITNESSED BY:

Renee Morales

Dr. Richard Bishop

Dr. Richard Bishop
Chairman/Registered Agent

Cassandra Cook

Cassandra Cook
Secretary

Valma A. George

Valma A. George
Vice Chairman

Arnold Jones

Arnold Jones
Treasurer

Ingrid Bishop

Ingrid Bishop
Director

Tonya S. Henriquez

Tonya Shermain Henriquez
Director