

N05000008922

Cora L. Shepard
(Requestor's Name)

1109 Woodland DR.
(Address)

(Address)

Talla FL 32305
(City/State/Zip/Phone #)

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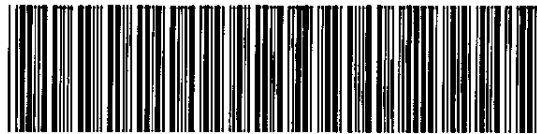
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STATE
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

CHURCH WITHOUT WALLS OUTREACH MINISTRIES, INC.

The undersigned incorporator, a natural person 18 years of age or older, in order to form a corporate entity under Florida States, Chapter 617, adopts the following articles of incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be: **CHURCH WITHOUT WALLS OUTREACH MINISTRIES, INC.**

**ARTICLE II
REGISTERED OFFICE**

The principal place of business and mailing address of the corporation is: 1109 Woodland Dr., Tallahassee, Fl. 32305

**ARTICLE III
PURPOSE**

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall minister to the physical and spiritual needs of individuals and families. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE IV
DIRECTORS/MEMBERS**

The corporation may have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or

to any property of the corporation.

The corporation's first Board of Directors shall be comprised of the following natural persons:

Cora L. Shepard	1109 Woodland Dr.	Tallahassee, Fl.	32305-6937
Leslie Shepard	1109 Woodland Dr.	Tallahassee Fl.	32305-6937
C. D Shepard	1109 Woodland Dr.	Tallahassee, Fl.	32305-6937
Rosa Williams	1109 Woodland Dr.	Tallahassee Fl.	32305-6937

**ARTICLE V
LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

5.

**ARTICLE VI
DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE VII
DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VIII
REGISTERED AGENT/INCORPORATOR**

The name and address of the registered agent and incorporator is CORA L. SHEPARD
1109 WOODLAND DR. TALLAHASSEE, FL 32305

The undersigned incorporator certifies that she executes these Articles for the purposes herein stated

Cora L Shepard

Cora L. Shepard

INCORPORATOR & REGISTERED AGENT

8/31/05 signature date

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 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:

Church Without Walls Outreach Ministries,
Inc.

2. The name and address of the registered agent and office is:

Cora L. Shepard
(Name)

1109 Woodland DR.
(P.O. Box NOT acceptable)

Talla, FL 32305
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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.

Cora L. Shepard
Signature

8/31/05
Date