

ERSKINE C. ROGERS III
Attorney
1803 Australian Avenue South, Suite G
West Palm Beach, Florida 33409-6459
(407) 471-1854
FAX (407) 640-7139

January 27, 1995

N95000000570

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Subject: Bereen Care - Living Ministry, Inc.

Enclosed please find an original and one copy of the Articles of Incorporation for the above Corporation, the Designation and acceptance of Registered Agent, and check in the amount of \$122.50.

If there are any problems, please do not hesitate to contact me directly.

Very truly yours,


Erskine C. Rogers, III

ECR/fo

enclosures

cc: Bereen Care - Living Ministry, Inc.
c/o Karen L. van Dalen

FILED
1995 FEB -3 PM 2:55

40000011 393304
017 31795- 01004 -005
***122.50 ***122.50

2/02/95 Recd for corrected Art.
2/06/95
Recd corrected Articles
\$08

N.P.
\$08
2/06/95
N95-570

ERSKINE C. ROGERS III
Attorney
1803 Australian Avenue South, Suite G
West Palm Beach, Florida 33409-6459
(407) 471-1854
FAX (407) 640-7139

February 2, 1995

ATTENTION: BRANDOLYN BRUTON
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

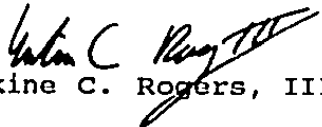
RE: Reference No.: W95000002101
Berean Care-Giving Ministry, Inc.

Dear Brandolyn Bruton:

Enclosed please find the original and one copy of the corrected Articles of Incorporation for the above Corporation, together with a copy of the Designation and Acceptance of Registered Agent.

Thank you for your assistance in this matter.

Very truly yours,


Erskine C. Rogers, III

ECR/fo

enclosures

ARTICLES OF INCORPORATION
OF
BEREAN CARE-GIVING MINISTRY, INC.
A FLORIDA NONPROFIT CORPORATION

FILED
1985 FEB - 5 PM 2:55
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE ONE

The name of the Corporation is BEREAN CARE-GIVING MINISTRY, INC.

ARTICLE TWO

Principal Office and Address

The address of the principal office of the corporation is 12 Mohawk Drive, Royal Palm Beach, Florida 33411 and the mailing address of the corporation is the same.

ARTICLE THREE

Duration

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE FOUR

Purpose

The purpose for which the Corporation is organized is as follows:

Exclusively feeding, clothing, sheltering and educating the poor and distressed, especially in those situations requiring immediate relief and for those individuals who demonstrate a willingness and capacity to become self-supporting, without regard to religious affiliation.

The Corporation's income and assets, except for reasonable costs of administration, shall be directed exclusively to this purpose. No director shall receive any compensation, distribution, loan or profit from the Corporation, except that he or she may be reimbursed for reasonable expenses.

Upon dissolution all of the corporate assets shall transfer to another entity qualified in Section 501(c)(3) of the Internal Revenue Code.

The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax or undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE FIVE

Directors

The Corporation shall be governed by a Board of Directors which shall consist of not less than three (3) persons. Board membership shall be for a term of three (3) years. Board Members must be members of the Corporation and be at least eighteen (18) years of age. Board members shall be elected by a majority of the membership, except that any unexpired term of a Board member shall be filled by a majority of the remaining Directors.

ARTICLE SIX

Membership

The Corporation shall not issue stock but shall have members who may receive a certification of membership. Members shall be

elected by either a majority of the membership or unanimous consent of the Board of Directors.

ARTICLE SEVEN

Amendment

A two-thirds (2/3) vote of the membership is required to amend these Articles, except no amendment is permitted which would substantially alter the purpose as set forth in Article Four above or adversely effect this Corporation's not-for-profit status.

ARTICLE EIGHT

Registered Office and Agent

The initial registered office of the Corporation shall be located at 1803 Australian Avenue South, Suite G, West Palm Beach, Florida 33409-6459. The initial registered agent of the Corporation at that address shall be Erskine C. Rogers III.

ARTICLE NINE

Initial Directors

The names and residence addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
<u>Karen L. van Dalen</u>	<u>12 Mohawk Drive,</u> <u>Royal Palm Beach, FL 33411</u>
<u>Millie M. Holmes</u>	<u>12 Mohawk Drive,</u> <u>Royal Palm Beach, FL 33411</u>
<u>Marion E. Loeper</u>	<u>1852 54th Street North</u> <u>Royal Palm Beach, FL 33411</u>

ARTICLE TEN

Incorporator

The name and address of the sole incorporator is Erskine C. Rogers III, Esquire, whose address is 1803 Australian Avenue South, Suite G, West Palm Beach, FL 33409-6459.

IN WITNESS WHEREOF, 1 have subscribed my name this
2 day of February, 1995.

Erskine C. Rogers III
Erskine C. Rogers III, Incorporator

This instrument was prepared by Erskine C. Rogers III,
Esquire, whose address is 1803 Australian Avenue South, Suite G,
West Palm Beach, FL 33409-6459.

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is BEREAN CARE-GIVING MINISTRY, INC.

2. The address of the registered office is 1803 Australian Avenue South, Suite G, West Palm Beach, FL 33409-6459.

3. The name of the registered agent at the registered office is ERSKINE C. ROGERS III.

Dated: February 2, 1995.

BEREAN CARE-GIVING MINISTRY, INC

Erskine C. Rogers III
Erskine C. Rogers III
Incorporator

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

Dated: February 2, 1995.

Erskine C. Rogers III
Erskine C. Rogers III

N95000000570

500001744815
-03/15/96--01073--004
*****87.50 *****87.50

4 Berean Care-Giving Ministry,
Inc.

12 Mohawk Place

Royal Palm Beach, FLA 33411

Amend

FILED
96 MAR 14 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	3/14/96
Availability	ADH
Document	ADH
Examiner	ADH
Class	ADH
Ver. No.	ADH
Signature	ADH
W.P. Verifier	ADH

35
52.50
87.50

ARTICLES OF AMENDMENT

BEREAN CARE-GIVING MINISTRY, INC.

FILED
96 MAR 14 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above named Corporation are hereby amended as follows:

1. Article FOUR is hereby deleted in its entirety and in its place the following is inserted:

A. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary 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.

B. Notwithstanding any other provision 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 the corresponding provision of any future United States Internal Revenue law.

C. 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, in the county in which the principal office of the organization is then located, exclusively for such purposes.

2. The foregoing amendment was adopted on March 12, 1996.

3. The number of votes cast for the Amendment by the membership was sufficient for approval.

IN WITNESS WHEREOF, we, the undersigned, have executed these

Articles of Amendment: Page 2

Articles of Amendment this 12th day of March, 1996.

Karen L. van Dalen
Karen L. van Dalen
President

Marion E. Loeper
Marion E. Loeper
Secretary

State of Florida
County of Palm Beach

The foregoing instrument was acknowledged before me this 12th day of March, 1996 by Karen L. van Dalen and Marion E. Loeper, the President and Secretary respectively of BEREAN CARE-GIVING MINISTRY, INC. a Florida Corporation, on behalf of the Corporation.

D. J. van Dalen
Notary Public
State of Florida
My commission expires:



D. J. van DALEN
Notary Public, State of Florida
My Comm. Exp. June 21, 1997
Commission No. CC 330321