

COME AND SEE!



ST. ANDREW'S EPISCOPAL CHURCH

DIOCESAN CENTER FOR ASIAMERICAN MINISTRIES
HOME OF THE SEAFARER'S MISSION
MADISON, MARION, & MORGAN STREETS DOWNTOWN TAMPA

THE VERY REVEREND STEPHEN ANKLIDOWICH, D. MIN.
RECTOR, DEAN OF TAMPA, DIOCESE OF SW FLORIDA

N99000002488

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

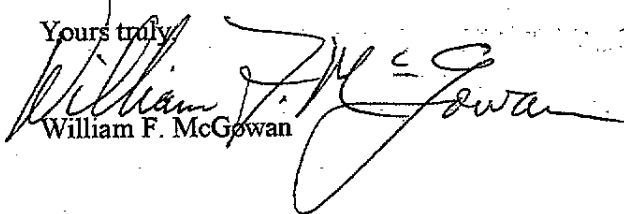
April 16, 1999

Dear Sir:

I enclose the original and one copy of Articles of Incorporation of the International Seafarer's Mission of Tampa Bay, Inc., together with a check in the sum of \$78.75 payable to Secretary of State. Please file the original Articles, record the Designation of Registered Agent contained therein and send a certified copy of the Articles to the undersigned at the address shown on the letterhead.

If you have any questions, please call me at (813) 250-9779. Thank you for your assistance.

Yours truly,


William F. McGowan

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE INTERNATIONAL SEAFARERS' MISSION OF TAMPA BAY, Inc.**

We, the undersigned, with other persons, being desirous of forming a not-for-profit corporation for charitable, humanitarian and religious purposes and for the promotion of personal and professional well-being of merchant seafarers and port workers under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

This organization, hereinafter referred to as the Corporation, shall be known as the International Seafarers' Mission of Tampa Bay, Inc. and its initial principal office is to be located at St. Andrew's Episcopal Church, 509 E. Twiggs Street, Tampa, Florida 33602.

ARTICLE II. PURPOSES & OBJECTIVES

The purposes of the Corporation are exclusively charitable, humanitarian and religious within the meaning of Section 501(c) (3) of the United States Internal Revenue Code of 1986 or any corresponding provision of any prior or future Internal Revenue Code. The Corporation shall:

1. Promote the welfare and safeguard the spiritual, emotional, mental and physical well-being of all merchant seafarers.

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port workers at the Port of Tampa regardless of their race, creed, culture, nationality or religious affiliation.

2. Collaborate and cooperate with other local and out-of-state Seafarer Ministries to this same end.

In addition, the Corporation shall exercise all of the rights, powers and privileges afforded corporations not-for-profit under the laws of the State of Florida as they presently exist and may hereafter be amended, including, but not limited to, the right to acquire by purchase, lease, gift or otherwise real and personal property of whatever nature or description, including choses in action, wherever situate, and to hold, possess, enjoy, mortgage, alienate and dispose of the same in accordance with law and the Bylaws of the Corporation and to serve as Trustee in accordance with the laws of the State of Florida.

Notwithstanding any other provisions 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 prior or future Internal Revenue Code.

ARTICLE III. MEMBERSHIP

Section 1. The membership of this Corporation shall consist of the Board of Directors as elected from time to time.

Section 2. The Board of Directors may establish other classes of

membership as it deems appropriate to further the objectives of the Corporation. Such other classes of membership and the nature of their participation in the affairs of the Corporation shall be defined in the Corporation's Bylaws.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This corporation shall exist perpetually.

ARTICLE V. INCORPORATORS

The names and addresses of the Incorporators for these articles are:

The Rev. Christian G. Villagomez, 1119 Dockside Drive, Lutz, FL 33549

The Rev. Edward J. Henley, Jr., 404 Park Ridge Ave., Temple Terrace, FL 33617

ARTICLE VI. OFFICERS

The officers of the corporation shall be elected as provided in the Bylaws and shall consist of a President, a Vice President, a Secretary, a Treasurer and such other officers as may be provided for in the Bylaws.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business affairs of the Corporation shall be managed by the Board of Directors . The number of Directors, the method of their election

and term of office shall be stated in the Bylaws of the Corporation, but the number of Directors shall not be less than three (3). Provisions for the removal of a Director shall be as provided for in the Bylaws.

Section 2. The Bishop of the Diocese of Southwest Florida, Inc. shall be a member of the Board of Directors.

ARTICLE VIII. EXECUTIVE COMMITTEE AND OTHER COMMITTEES

There may be an Executive Committee whose membership and duties shall be set forth in the Bylaws of the Corporation. Other committees shall be established from time to time by the Board of Directors in accordance with the Bylaws.

ARTICLE IX. BYLAWS

Section 1. The Board of Directors shall adopt such Bylaws for the conduct of its business and the carrying out of its objectives as it deems necessary.

Section 2. Bylaws may be adopted, amended, altered or rescinded by a two-thirds majority vote of all members of the Board of Directors upon notice in writing setting forth the content of such proposed action.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended by the Board of Directors

at any regular board meeting, at a special meeting called for such purpose, or at the Annual Meeting of the Board, and if such amendment is approved by a two-thirds majority of all members it shall become a part of these Articles of Incorporation upon the approval thereof by the Department of State of the State of Florida.

ARTICLE XI. REGISTERED OFFICE & AGENT

The initial registered office of this Corporation is located at St. Mark's Episcopal Church, 13335 Casey Road, Tampa, Florida 33624. This Corporation designates The Rev. Edward J. Henley, Jr. at said registered office to serve as the initial Registered Agent for this Corporation.

ARTICLE XII. NONPROFIT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of any individual or member, nor shall the Corporation engage in any conduct which would jeopardize its ability to be recognized or remain recognized as a corporation not-for-profit under the Internal Revenue Code of the United States, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the objectives set forth in Article II.

ARTICLE XIII. RESTRICTIONS


The Corporation shall not have or issue shares of stock. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation. No substantial part of the activity of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distributing of statements.

ARTICLE XIV. DISSOLUTION

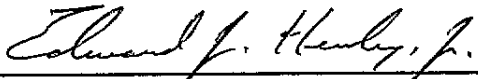
Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, to the Episcopal Church, Diocese of Southwest Florida, Inc., for multicultural work in the Tampa Bay area. 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. None of the assets will be distributed to any member, officer, director or trustee of the Corporation.

IN WITNESS WHEREOF, we, the undersigned Incorporators, have hereunto set our hands and seals this 16th day of April, 1999, for the

purpose of forming this corporation not-for-profit under the laws of the State of
Florida.



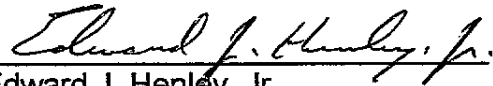
Christian G. Villagomez
Incorporator



Edward J. Henley, Jr.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-stated Corporation, at the address designated in Article XI, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Edward J. Henley, Jr.

Registered Agent

Dated:

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TALLAHASSEE, FLORIDA