

LAW OFFICES

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March 1999

N990000001448

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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-03/04/99--01035--020
****122.50 *****78.75

Re: Our File No. 99-20650
Ministry of the Good Shepherd, Inc.

Gentlemen:

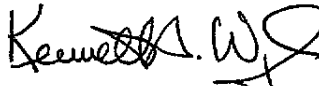
Enclosed are two (2) original Articles of Incorporation and the Registered Agent form of MINISTRY OF THE GOOD SHEPHERD, INC., together with a check in the amount of One Hundred Twenty-two and 50/100 Dollars (\$122.50), representing:

Filing Fees:	\$35.00
Registered Agent:	\$35.00
Certified Copy:	\$52.50

Please return a certified copy of the Articles of Incorporation and Registered Agent form to the undersigned.

Thank you.

Very truly yours,


Kenneth A. Wenzel

KAW/lcd
Enclosures (3)

cc: Bill Comiskey (w/o encl.)
John Smith (w/o encl.)
Edward T. Heemskerk (w/o encl.)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

MINISTRY OF THE GOOD SHEPHERD, INC.

I, the undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, do hereby execute these Articles of Incorporation for the purpose of forming a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation is MINISTRY OF THE GOOD SHEPHERD, INC.

ARTICLE II

Purposes

This corporation is organized exclusively for charitable, religious, educational and scientific 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.

ARTICLE III

Membership

There will be no membership in the corporation.

ARTICLE IV

Term of Existence

The term of existence of this corporation is perpetual.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 980 N. Federal Highway, Suite 440, Boca Raton, FL 33432, and the name of the initial registered agent of this Corporation at that address is KENNETH A. WENZEL.

ARTICLE VI

Principal Office

The address of the principal office of this Corporation and the mailing address shall be as follows:

1106 S.W. 12th Road
Boca Raton, FL 33486

ARTICLE VII

Incorporator

The name and address of the Incorporator is:

Edward T. Heemskerk
1106 S.W. 12th Road
Boca Raton, FL 33486

ARTICLE VIII

Directors

The number of directors constituting the initial Board of Directors is four (4) and the names and addresses of the persons who are to serve as initial directors are:

Edward T. Heemskerk
1106 S.W. 12th Road
Boca Raton, FL 33486

William F. Comiskey
735 Aurelia Street
Boca Raton, FL 33486

Eileen Heemskerk
1291 S.W. 9th Street
Boca Raton, FL 33486

James D. Beaty
3702 N.E. 5th Drive
Boca Raton, FL 33487

The manner of election of the directors shall be as stated in the By-Laws.

ARTICLE IX

By-Laws

Section 1. The initial By-Laws of the corporation shall be adopted by a majority vote of the Board of Directors.

Section 2. The By-Laws may be made, amended or rescinded by a majority vote of the Board of Directors.

ARTICLE X

Amendments

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ARTICLE XI

Negation of Pecuniary Gain

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends. No part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described in Article II.

ARTICLE XII

Prohibition of Certain Activities

This corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

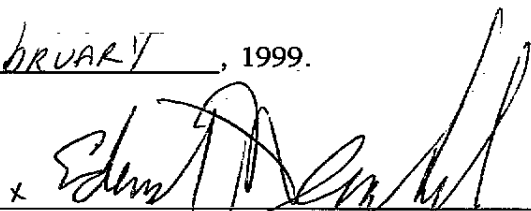
Notwithstanding any provision of these Articles to the contrary, this corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or with the requirements for deductibility of contributions to the corporation under Section 170 of the Internal Revenue Code of 1986.

ARTICLE XIII

Dissolution

Upon the dissolution of this corporation in accordance with Florida law, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of the remaining assets of this corporation exclusively for the purposes of this corporation and in accordance with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986. The assets may be distributed by the Board of Directors to any organization or organizations which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of the future United States Internal Revenue Law. Any assets not disposed of as provided above shall be disposed of by the Circuit Court of Palm Beach County, or any other court having jurisdiction over this corporation in regard to its dissolution exclusively for the purposes of this corporation.

SUBSCRIBED to this x 24 day of x FEBRUARY, 1999.

x 
EDWARD T. HEEMSKERK, Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DESIGNATION OF REGISTERED AGENT

FOR


MINISTRY OF THE GOOD SHEPHERD, INC.

Pursuant to Section 617.0501, Florida Statutes, the following is submitted:

MINISTRY OF THE GOOD SHEPHERD, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named KENNETH A. WENZEL, located at 980 N. Federal Highway, Suite 440, City of Boca Raton, County of Palm Beach, State of Florida, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, 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 and I accept the duties and obligations as set forth in Section 617.0501, Florida Statutes.


KENNETH A. WENZEL