

JUN. 11. 1999 2:35PM TRIPP SCOTT

NO. 941 P. 1

Division of Corporations

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756167

Florida Department of State
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BASIC AMENDMENT

SHEPHERD CARE MINISTRIES, INC.

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Amended & ReStated
Articles

D. CONNELL JUN 11 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 11, 1999

SHEPHERD CARE MINISTRIES, INC.
5935 TAFT STREET
HOLLYWOOD, FL 33021

SUBJECT: SHEPHERD CARE MINISTRIES, INC.
REF: 756167

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000013685
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June 7, 1999

SHEPHERD CARE MINISTRIES, INC.
5935 TAFT STREET
HOLLYWOOD, FL 33021

SUBJECT: SHEPHERD CARE MINISTRIES, INC.
REF: 756167

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number. ✓

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws. ✓

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature. ✓ WNE ✓

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval. ✓

The name and title of the person signing the document must be noted beneath or opposite the signature. ✓

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NO.893 P.3

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Corporate Specialist

FAX Aud. #: 899000013685
Letter Number: 899A00030774

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

SHEPHERD CARE MINISTRIES, INC.
A Florida Corporation Not For Profit

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation executes the following Amended and Restated Articles of Incorporation:

1. The present name of the Corporation is: Shepherd Care Ministries, Inc.
2. The charter number is 756167.
3. All former names of the Corporation are: None.
4. The date of the original Articles of Incorporation was February 2, 1981 and restated on June 6, 1989 and January 8, 1991.

The following Amended and Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the Corporation:

ARTICLE I
NAME

The name of the Corporation is the Shepherd Care Ministries, Inc.

ARTICLE II
PURPOSES

The Corporation is organized exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or comparable subsequent legislation. In furtherance of these purposes, but not by way of limitation, the Corporation may legally operate as a counseling center, as an educational facility, and also as a child placement agency, when licensed, and execute appropriate policies and programs in connection therewith, either within or outside the State of Florida, as may be properly designated from time to time by the Corporation. The specific function of the Corporation's programs and services is to provide an alternative to abortion; to be available to place children in properly qualified circumstances and conditions; and to act in cooperation and conjunction with Section 501(c)(3) of the Code and relevant Federal Regulations pertinent thereto. The Corporation shall also provide counseling and

Prepared by: Jeffrey S. Wood Esq.
Tripp Scott, PA
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Ft. Lauderdale, FL 33302
(954) 525-7500

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care to expectant mothers; serve the Evangelical Christian Community in the area of adoption of all children of any race, and provide spiritual counseling to all persons.

(a) In furtherance of its purposes, but not by way of limitation, the Corporation may also:

(i) acquire, purchase, own, loan and borrow, erect, maintain, hold, use, control, manage, invest, exchange, convey, transfer, sell, mortgage, lease, and rent all real and personal property of every kind and nature; and

(ii) accept, receive and hold, in trust or otherwise, contributions, legacies, grants, donations, gifts, bequests, devises, and benefactions which may be left, made, or given to the Corporation.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any other corporate assets on dissolution of the Corporation.

(c) 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, nor intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, as amended, and its regulations as they may now exist or as they may hereafter be amended or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE III

NONSTOCK CORPORATION

The Corporation is organized upon a nonstock, directorship basis. The description and value of the real and personal property assets are:

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Real Property: _____

Personal Property: _____

The Corporation is to be financed by contracts for services, client fees, third-party reimbursement, and contributions to it of funds and other properties for its purposes as herein stated.

ARTICLE IV
REGISTERED OFFICE

The address of the registered office in the state of Florida, and the mailing address of the Corporation is 5935 Taft Street, Suite B, Hollywood, Florida 33021. The name of the resident agent at such address is Jeffrey S. Wood.

ARTICLE V
ACTION WITHOUT A MEETING

Any action required or permitted under law to be taken at a Board of Directors meeting or committee meeting may be taken without a meeting if the action is taken by all members of the Board or of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each Director or committee member. Action taken in this manner is effective when the last Director signs the consent, unless the consent specifies a different effective date. A written consent of all of the members of the Board or of a committee shall have the effect of a meeting vote and may be described as such in any document.

ARTICLE VI
EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII
DISSOLUTION

Upon dissolution of the Corporation, or the winding up of its affairs, and after satisfaction of all obligations of the Corporation as required by law, the remaining assets of the Corporation shall be distributed by the Board of Directors exclusively to charitable,

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scientific, or educational organizations which would then qualify under the provisions of Sections 170(c)(2) and 501(c)(3) of the Code and their respective regulations as they now exist or as they may hereafter be amended. Any such assets not so disposed of shall be disposed of by the circuit court 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 the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII
LIMITATION OF DIRECTOR LIABILITY

A volunteer director of the Corporation shall not be personally liable to the Corporation or its directors for monetary damages for a breach of the volunteer director's fiduciary duty arising under applicable law. However, this Article shall not eliminate or limit the liability of a director for any of the following:

- (a) a breach of the director's duty of loyalty to the Corporation or its directors;
- (b) acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- (c) a violation of the Florida Not For Profit Corporation Act (the "Act");
- (d) a transaction from which the volunteer director derived an improper personal benefit;
- (e) an act or omission occurring before the effective date of this provision in the Corporation's Articles of Incorporation; or
- (f) an act or omission that is grossly negligent.

Any repeal or modification of this Article ~~VIII~~^{VIII} shall not adversely affect any right or protection of any volunteer director of the Corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

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ARTICLE IX
ASSUMPTION OF DIRECTOR LIABILITY

The Corporation assumes all liability to any person, other than the Corporation and its directors for all acts or omissions of a volunteer director as defined in the Act, occurring on or after the provisions set forth in these Articles are filed which the Florida Department of Commerce, and which are incurred in the good faith performance of the volunteer director's duties as such. Notwithstanding the foregoing, a volunteer director shall be personally liable to the Corporation and its directors for monetary damages for a breach of fiduciary duty as a director to the extent set forth in the preceding Article ~~IX~~^{VIII} and the Corporation and its directors shall not be precluded from bringing or maintaining a claim against a volunteer director to the extent not inconsistent with the preceding Article ~~IX~~^{VIII}.

Any repeal or modification of this Article IX shall not adversely affect any right or protection of any volunteer director of the Corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modifications.

ARTICLE X

The method of election of the directors of this Corporation is as stated in Article III of the Amended and Restated Bylaws of the Corporation as adopted of even date herewith.

ARTICLE XI
AMENDMENT

These Amended and Restated Articles of Incorporation may be amended only by a majority vote of the entire board of directors.

These Amended and Restated Articles of Incorporation were duly adopted on the ____ day of ~~Sept.~~^{Dec.} 1st, 1998, in accordance with the Act. These Amended and Restated Articles of Incorporation restate, integrate, and further amend the provisions of the Articles of Incorporation and were duly adopted by the unanimous written consent of all of the directors of the Corporation. The number of votes cast for the amendment was sufficient for approval by the directors, and there are no members in the Corporation entitled to vote on the amendment.

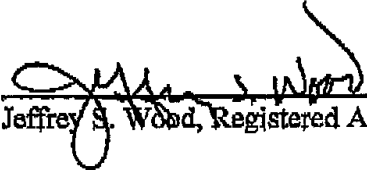
Signed this 1st day of December, 1998.

SHEPHERD CARE MINISTRIES, INC.

By: James P. Covall
 Its: Ch. of Board
 James P. Covall,
 Chairman of the Board of Directors

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THE UNDERSIGNED, named as the registered agent in Article IV of these Amended and Restated Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.



Jeffrey S. Wood, Registered Agent

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