



The Stanley Wines Law Firm P.A.

60 SECOND STREET S. E. ♦ P.O. BOX 860 ♦ WINTER HAVEN, FL 33882-0860
TELEPHONE (863) 299-1263 ♦ FAX: (863) 294-4397

BARRY W. BENNETT
LARRY S. HELMS
MICHAEL B. MURPHY
CRAIG M. SPANJERS
J. MASON WINES
FRANK STANLEY
Retired

November 3, 2000
NOV 03 2000 186

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

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*****43.75 *****43.75

Re: Florida Divine Mercy Mission, Inc.
Our File No.: AC 13150

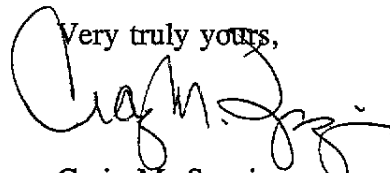
Gentlemen:

Enclosed for filing please find Restated Articles of Incorporation, Certificate of Corporate Resolution, and Certificate of Filing Restated Articles of Incorporation for **Florida Divine Mercy Mission, Inc.**, together with our check in the amount of \$43.75 for filing fee and a certified copy to be returned to me.

Thank you for your assistance in this matter.

With best personal regards, I remain

Very truly yours,


Craig M. Spanjers

CMS/bf
Enclosure

FILED
01 JAN -3 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated

T BROWN JAN - 5 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 17, 2000

CRAIG M. SPANJERS
THE STANLEY WINES LAW FIRM P.A.
P.O. BOX 860
WINTER HAVEN, FL 33882-0860

SUBJECT: FLORIDA DIVINE MERCY MISSION, INC.
Ref. Number: N00000000186

We have received your document for FLORIDA DIVINE MERCY MISSION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

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.

Please return the original and one copy of 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) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 200A00059252



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BARRY W. BENNETT
LARRY S. HELMS
MICHAEL B. MURPHY
CRAIG M. SPANJERS
J. MASON WINES
FRANK STANLEY
Retired

December 28, 2000

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED
#7000 0600 0021 8095 2929

Ms. Teresa Brown
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

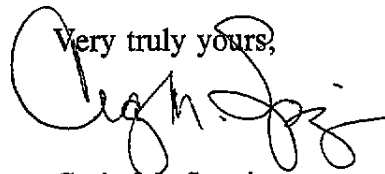
Re: Florida Divine Mercy Mission, Inc.
File #: N00000000186

Dear Ms. Brown:

Pursuant to your letter of November 17, 2000, a copy of which is enclosed, we have modified the Restated Articles of Incorporation of Florida Divine Mercy Mission, Inc. Also included are a Certificate of Filing Restated Articles of Incorporation and a Certificate of Corporate Resolution. If there is anything further you require, please don't hesitate to contact me.

With best personal regards, I remain

Very truly yours,



Craig M. Spanjers

CMS/bf
Enclosure

RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA DIVINE MERCY MISSION, INC.

FILED
01 JAN -3 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of Florida Divine Mercy Mission, Inc., were filed with the Secretary of State of the State of Florida on January 10, 2000, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida. We the undersigned directors hereby have duly adopted these Restated Articles of Incorporation which are hereby being filed, as by law provided. These restated articles do not contain any amendments that require member approval.

ARTICLE I - NAME

The name of this corporation shall be FLORIDA DIVINE MERCY MISSION, INC., and the principal office shall be in Winter Haven, Polk County, Florida.

ARTICLE II - TERM

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purposes for which this corporation is formed are as follows:

A. This organization is organized exclusively for charitable, educational, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. To solicit and accept gifts of money or property in order to carry out the purpose as above set forth.

C. To engage in any lawful act or activity for which corporations not for profit may be organized under the laws of the State of Florida.

D. In general, to possess and exercise all the powers and privileges granted by the Laws of Florida governing corporations not for profit or by any other law of Florida or by this certificate of incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

E. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

F. Notwithstanding any other provision of these Articles this corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding

provision of any future United States Internal Revenue Law or (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV - MEMBERS

This corporation shall consist of not less than five (5) members who shall be known as Directors and shall serve for terms of three (3) years each. Members may be elected from the community at large at the annual meeting of the Board of Directors or as provided in the By-Laws. The initial members of this corporation and their addresses are set forth Article VI of these Articles.

ARTICLE V - SUBSCRIBERS

The names and addresses of the subscribers to the Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Wells, Paul D.	2412 Berkshire Drive Winter Haven, Florida 33884
Andrew, William F.	1818 Fifth Street, S.E. Winter Haven, Florida 33880
Langbein, Charles E.	120 Parkside Drive Winter Haven, Florida 33884

ARTICLE VI - BOARD OF DIRECTORS

Section 1. The affairs and property of this corporation shall be managed by the Board of Directors. This corporation shall have five (5) directors initially. The number of directors may be increased from time to time, by the by-laws, but shall never be less than five (5).

Section 2. The Board of Directors shall constitute the membership of the corporation.

Section 3. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first election hereunder are:

<u>NAME</u>	<u>ADDRESS</u>
Wells, Paul D.	2412 Berkshire Drive Winter Haven, Florida 33884
Andrew, William F.	1818 Fifth Street, S.E. Winter Haven, Florida 33880
Langbein, Charles E.	120 Parkside Drive Winter Haven, Florida 33884
Costa, Carmen	1503 Avenue E, N.E. Winter Haven, Florida 33880
Wynne, Mary	2011 Brentwood Drive Auburndale, Florida 33823

Section 4. The directors shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

ARTICLE VII - OFFICERS

Section 1. The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names and addresses of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	William F. Andrew 1818 Fifth Street, S.E.

Winter Haven, Florida 33880

Vice President

Paul D. Wells
2412 Berkshire Drive
Winter Haven, Florida 33884

Secretary/Treasurer

Charles E. Langbein
120 Parkside Drive
Winter Haven, Florida 33884

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE VIII - BY-LAWS

The By-Laws of the corporation shall be made, altered or rescinded by the Board of Directors.

ARTICLE IX - AMENDMENTS

Amendments to the articles of incorporation are to be made by the Board of Directors and may be proposed and adopted at any annual meeting of the Board of Directors without notice, or at any meeting of the Board of Directors called for such specific purpose.

ARTICLE X - LOCATION

The initial street address of this corporation shall be at 6039 Cypress Gardens Boulevard, Winter Haven, Florida 33884.

ARTICLE XI - NON-PROFIT STATUS

Section 1. No part of the net earnings of the corporation shall inure to the benefit of any individual or member. Members shall not have a vested interest in any assets of the corporation.

Section 2. No substantial part of the activities of the corporation shall be to carry on

propaganda, or otherwise acting to influence legislation.

Section 3. The corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

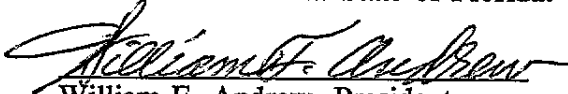
ARTICLE XII - DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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 by the Court of Common Pleas of the county in which the principal office of the organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII - REGISTERED AGENT

Paul D. Wells, a resident of Polk County, Florida, whose residence and post office address is 2412 Berkshire Drive, Winter Haven, Florida 33884, is hereby designated the agent of the corporation for service of process in any action against the corporation.

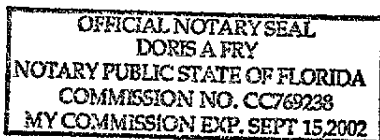
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of December, 2000, as the President of FLORIDA DIVINE MERCY MISSION, INC., for the purpose of restating the Articles of Incorporation under the Laws of the State of Florida.


William F. Andrew, President

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME personally appeared WILLIAM F. ANDREW, who is personally known
to me or who did present his _____ as identification, and who
executed the foregoing Restatement of Articles of Incorporation, and acknowledged before me
that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 27 day
of December, 2000.



Doris A. Fry
NOTARY PUBLIC
My Commission Number is:
My Commission Expires:

CERTIFICATE OF FILING
RESTATED ARTICLES OF INCORPORATION

The FLORIDA DIVINE MERCY MISSION, INC., by and through its members, hereby files its Restated Articles of Incorporation which were duly adopted by the Board of Directors by Unanimous Resolution executed on November 1, 2000. These restated articles do not contain any amendments that require member approval.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of December, 2000, as the President of FLORIDA DIVINE MERCY MISSION, INC., for the purpose of restating the Articles of Incorporation under the Laws of the State of Florida.


WILLIAM F. ANDREW, President

CERTIFICATE OF CORPORATE RESOLUTION

WE HEREBY CERTIFY that at a meeting of the Board of Directors of FLORIDA DIVINE MERCY MISSION, INC., a Florida not for profit corporation, duly called (a quorum being present), and held at the office of the corporation in Winter Haven, Polk County, Florida, on the 1st day of November, 2000, the following resolutions were duly adopted and are now in full force and effect:

RESOLVED, that it is necessary to make revisions to the Articles of Incorporation of the FLORIDA DIVINE MERCY MISSION, INC., a not for profit corporation, to comply with the Internal Revenue Code provisions under Section 501(c)(3). The attached restated Articles of Incorporation are hereby adopted unanimously by the undersigned, representing all members of the Board of Directors of said corporation. These restated articles do not contain any amendments that require member approval. The undersigned hereby waive notice.

IN WITNESS WHEREOF, we have hereunto set our hands and seals as the President and Secretary of FLORIDA DIVINE MERCY MISSION, INC., and affix the corporate seal this 27th day of December, 2000.

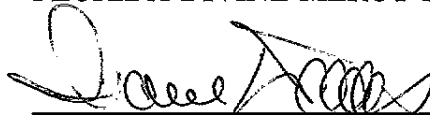
FLORIDA DIVINE MERCY MISSION, INC.


PRESIDENT


SECRETARY

IN WITNESS WHEREOF, we have hereunto set our hands and seals as the
directors of FLORIDA DIVINE MERCY MISSION, INC., this 27th day of
December, 2000.

FLORIDA DIVINE MERCY MISSION, INC.



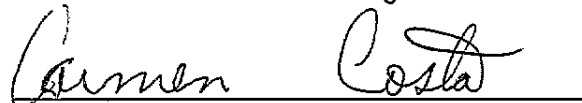
PAUL D. WELLS, Director



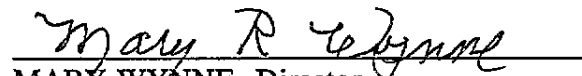
WILLIAM F. ANDREW, Director



CHARLES E. LANGBEIN, Director



CARMEN COSTA, Director



MARY WYNNE, Director