

The Legal Center

ATTORNEYS AT LAW

February 18, 2000

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

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Re: GOOD GRIEF MINISTRIES, INC.

Greetings:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with my check to cover the following expenses:

Filing Fee	\$35.00
Certificate of Status	8.75
Registered Agent Fee	<u>35.00</u>
TOTAL	\$78.75

Upon filing, please call this office with date of filing and corporation number. Also, please return the enclosed copy of the articles with your stamp on it showing the filing date.

Cordially yours,

THE LEGAL CENTER

Dolores S. Maralik/ps
Dolores S. Maralik
Attorney

KWD/ps

encls.

6572 Seminole Boulevard, Suite 9
Seminole, Florida 33772
Telephone (727) 393-8822
Fax (727) 398-6965

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

GOOD GRIEF MINISTRIES, INC.

(A Corporation Not for Profit)

We, the undersigned, being desirous of forming a corporation under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of the corporation shall be: GOOD GRIEF MINISTRIES, INC.

ARTICLE II. PURPOSES

The purpose for which this corporation is organized is exclusively for a Christian bereavement ministry and other nonprofitable purposes 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.

ARTICLE III. PRINCIPAL OFFICE

The principal office, if known, or the mailing address of the corporation is:

143 Boca Ciega Pt. Blvd. N.
St. Petersburg, FL 33705

ARTICLE IV. MEMBERSHIP

The qualifications of members, their rights and the manner of their admission shall be as provided in the By-laws.

ARTICLE V. EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI. OFFICERS

1. The officers of this corporation shall be the President, Vice President, Secretary and Treasurer, and such other officers as may be provided for in the By-laws.

2. The method of selection, times at which they will be elected or appointed, terms of office, powers and duties of all officers shall be as provided in the By-laws.

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ARTICLE VII. BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors which shall never have less than three (3) members. The duties, powers, authority, method of selection of said Board of Directors and the number of directors shall be as provided in the By-laws from time to time.

ARTICLE VIII. AMENDMENTS AND BY-LAWS

1. These Articles of Incorporation may be altered, amended or rescinded by the members at any regular or special business meeting, provided that a notice stating the proposed change and the time and place of the meeting where the same will be considered has been mailed or delivered in customary manner to all members not less than ten (10) nor more than sixty (60) days before the date set for such meeting.

2. The initial By-laws of the corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-laws shall be vested in the Board of Directors.

ARTICLE IX. NON-PROFIT

The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements). No part of the income of the corporation shall be paid or inure to the benefit of any person but the corporation shall be authorized to pay reasonable compensation for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE X. TAX EXEMPT STATUS

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue code (or the corresponding provisions of any future U.S. Internal Revenue law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future U.S. Internal Revenue law).

ARTICLE XI. DISTRIBUTION OF ASSETS

No persons, firm or corporation shall ever receive any dividends or profits from the undertakings of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to other organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any

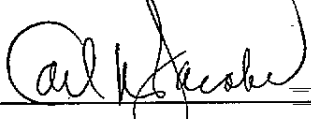
future U.S. Internal Revenue law), or to the Federal government or to a state or local government, for a public purpose.

ARTICLE XII. REGISTERED AGENT

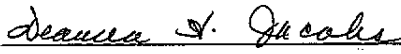
The name and street address of the initial Registered Agent and office of this corporation is:

Carl M. Jacobs
143 Boca Ciega Pt. Blvd. N.
St. Petersburg, FL 33705

IN WITNESS WHEREOF, the undersigned subscribing incorporators, for the purposes stated above, set their hands and seals this 18th day of February, 2000.



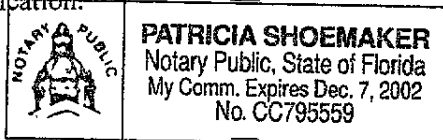
CARL M. JACOBS — Incorporator




DEANNA H. JACOBS — Incorporator

STATE OF FLORIDA —
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18th day of February, 2000, by CARL M. JACOBS and DEANNA H. JACOBS who are personally known to me or who produced a driver's license as identification.





Notary Public

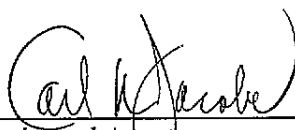
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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for GOOD GRIEF MINISTRIES, INC. at the place designated in the foregoing articles, namely 143 Boca Ciega Pt. Blvd. N., St. Petersburg, Florida 33705,

I HEREBY AGREE to act in this capacity and to comply with all Florida Statutes relative to the performance of my duties.

Dated this 18th day of February, 2000.



Registered Agent
CARL M. JACOBS