

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Compassion Ministries of Ocala, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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SPECIAL INSTRUCTIONS

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ARTICLES OF INCORPORATION
OF
COMPASSION MINISTRIES OF OCALA, INC.
(A Florida Not for Profit Corporation)

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of this Florida Not for Profit is Compassion Ministries of Ocala, Inc., ("Corporation").

ARTICLE TWO
NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit.

ARTICLE THREE
DURATION

The duration of the Corporation shall be perpetual.

ARTICLE FOUR
PURPOSES

The Corporation is organized to do counseling, housing and education.

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including making 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 FIVE
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is:

16578 SE 134th Terrace
Weirsdale, Florida 32195

**ARTICLE SIX
INITIAL REGISTERED AGENT**

The initial registered agent shall be Jacinta M. Mathis and the street address of the initial registered office of this Corporation is Mathis Law Firm, P. A., 20 North Orange Ave., Suite 1400, Orlando, Florida 32801.

**ARTICLE SEVEN
MEMBERSHIP**

The qualifications for Members and the manner of their admission shall be regulated by the Bylaws of the Corporation. The method for the election of Directors shall be regulated by the Bylaws of the Corporation.

**ARTICLE EIGHT
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this Corporation shall be comprised of three (3) persons whose names and addresses are as follows:

George H. Solomon
16578 SE 134th Terrace
Weirsdale, Florida 32195

Cynthia Solomon
9698 CR 25
Wildwood, Florida 34785

Ken McPherson
9698 CR 25
Wildwood, Florida 34785

Joyce Werneski
16578 SE 134th Terrace
Weirsdale, Florida 32195

Norman Bulmer
16578 SE 134th Terrace
Weirsdale, Florida 32195

ARTICLE NINE INCORPORATORS

The name and address of the initial incorporator is Jacinta M. Mathis Esquire, Mathis Law Firm, P.A., 20 North Orange Avenue, Suite 1400, Orlando, Florida 32801.

ARTICLE TEN OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President and Secretary and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors and may be removed by the Board of Directors, at such time and in such manner as will be prescribed by the Bylaws.

ARTICLE ELEVEN QUORUM AND VOTING

A majority of the Voting Directors shall constitute a quorum at a meeting of the Board. If a quorum is present, the affirmative vote of a majority of Directors represented at the meeting and entitled to vote on the subject matter shall be the act of the Board.

ARTICLE TWELVE INFORMAL ACTION OF DIRECTORS

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE THIRTEEN THE BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**ARTICLE FOURTEEN
AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation.

**ARTICLE FIFTEEN
LIMITATION OF ACTIONS**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not disposed, shall be disposed of by the Circuit Court in and for Orange County, Florida or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Notwithstanding any other provision of these Articles of Incorporation this Corporation 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 provisions of any future United States Internal Revenue laws.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 in Article Four.

**ARTICLE SIXTEEN
NONSTOCK BASIS**

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

**ARTICLE SEVENTEEN
HEADING AND CAPTIONS**

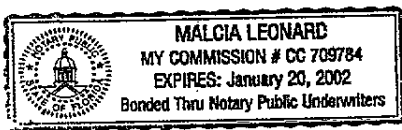
The Heading and Captions of these Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of the Headings or Captions.

IN WITNESS WHEREOF, the undersigned Directors have executed these Articles of Incorporation in a manner and form sufficient to bind them this 29th day of February, 2000.

Jacinta M Mathis
JACINTA M. MATHIS, ESQUIRE

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this _____ day of February, 2000, by JACINTA M. MATHIS who is personally known to me and who did (did not) take an oath.



Malcia Leonard
MALCIA LEONARD, Notary Public
My commission expires 1/20/02

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of COMPASSION MINISTRIES OF OCALA, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 29th day of February, 2000.

Jacinta M Mathis
JACINTA M. MATHIS, ESQUIRE
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA