



THE UNITED STATES
CORPORATION
COMPANY

NO000002383

ACCOUNT NO. : 072100000032

REFERENCE : 657180 7210765

AUTHORIZATION : Patricia Pignato

COST LIMIT : \$ 78.75

00 APR 10 AM 10:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

04/07/00

ORDER DATE : April 10, 2000

ORDER TIME : 3:23 PM

ORDER NO. : 657180-005

000003202530--6

CUSTOMER NO: 7210765

CUSTOMER:

MR. MARK S.J. HALL
MR. MARK S.J. HALL
1575 Dixie Way

Melbourne, FL 32935

DOMESTIC FILING

NAME: CRISIS PREGNANCY OUTREACH
OF FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PH 4/11/00

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
STATE

00 APR 10 PM 3:58

RECEIVED

ARTICLES OF INCORPORATION
OF
CRISIS PREGNANCY OUTREACH OF FLORIDA, INC.
A Florida Non-Profit Corporation

FILED
00 APR 10 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation not for profit, pursuant to the Laws of the State of Florida, as contained in Chapter 617 of Florida Statutes, hereby certify as follows:

Article I - Name

EFFECTIVE DATE
04/07/00

The name of this corporation is Crisis Pregnancy Outreach of Florida, Inc. located at 1575 Dixie Way, Melbourne, FL 32935.

Article II - Duration

This corporation shall exist perpetually, commencing upon the signing of these Articles, unless dissolved under provisions of its constitution, By-Laws or the Florida Statutes.

Article III - Corporate Nature

This is a nonprofit corporation, organized solely for general educational, religious and charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

Article IV - Purposes

The specific and primary purposes for which this corporation is formed are:

- (a) To encourage the health and well-being of the general

public.

(b) To educate the general public with regard to sexually transmitted diseases, pregnancy prevention, and other risks of premarital sexual activity.

(c) To educate young people to equally love, respect and assist both the mother and preborn child when she is considering an abortion.

(d) To educate and assist, both financially and emotionally, pregnant women and families affected by crisis pregnancies.

(e) To provide ongoing moral and religious education, through dance, drama and personal testimonies, to our youth and prepare them to share it with their peers and other local community organizations.

(f) To equip a motorhome with video and other capabilities to do seminars, retreats and provide personal counseling.

(g) To provide a Christian healing ministry to those who have been affected by abortion.

(h) To receive, maintain and accept, as assets of the corporation, any property, whether real, personal or mixed, by way of gift, bequest, devise or purchase, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, devise or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than an "educational or charitable

organization" or for any purpose other than "educational or charitable purposes" within the respective meanings of such quoted terms as defined herein or which would jeopardize the Federal Income Tax exemption of this corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or acts in amendment thereof or substitution therefor.

(i) To advance educational, charitable and any other related or corresponding charitable purposes, including distribution of its funds for such purposes to organizations that qualify as exempt organizations under Sec. 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent United States Revenue Law).

The general purposes for which this corporation is formed are: To operate exclusively for such educational, religious and charitable purposes as will qualify it as an exempt organization under Sec. 501(c)(3) of the Internal Revenue Code, 1986, or corresponding provisions of any subsequent federal tax laws, including, for such provisions, the making of distributions to organizations which qualify as tax exempt organizations under the Code, as aforesaid.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1575 Dixie Way, Melbourne, FL 32935.

The name of the initial registered agent of this corporation at that address is Mark S. J. Hall.

Article VI - Initial Board of Directors

This corporation shall have 3 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this

corporation is : Mark S. J. Hall
441 S. Waterway Dr.
Satellite Beach, FL 32937

Jacinta M. Iezzi
3530 Serenity Lane
Melbourne, FL 32934

Joseph B. Lamers
545 Harwood Ave.
Satellite Beach, FL 32937

Article VII - Incorporator

The name and address of the person signing these articles is:

Mark S. J. Hall
441 S. Waterway Dr.
Satellite Beach, FL 32937

Article VIII - Corporate Officers

The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers and agents as the By-Laws of this corporation may authorize the Directors to elect from time to time.

Article IX - Board of Directors

The number of Directors shall be set by the By-Laws. The Board of Directors of the Corporation shall consist of no less

than three Directors, The Directors shall serve on the Board for life, unless removed for cause as provided in the By-Laws. Any director may resign at any time by providing the remaining directors thirty (30) days prior written notice. Vacancies on the Board of Directors shall be filled within sixty (60) days of the event that caused the vacancy. New directors shall be chosen to serve for life by a majority vote of the remaining directors, unless the remaining directors elect by majority vote to not fill said vacancy.

Article X - Earnings & Activities of Corporation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered when deemed advisable by the Board of Directors and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other

activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Sec. 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation whose contributions are deductible under Sec. 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) The Corporation shall distribute income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(h) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal

Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(i) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article XI - Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to another organization or organizations which are organized and operated for the same purposes for which this corporation is organized and operated or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so 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 said Court shall determine, which are organized and operated exclusively for such purposes.

Article XII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

Article XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XIV - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of April, 2000.

Mark S. J. Hall
MARK S. J. HALL
Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me on the April 7th day of April, 2000 by Mark S. J. Hall, who is ~~personally known to me~~ and who did not take an oath.

provided FLK # H400-557-65-052-D
as identification

Elsa M. Nylander
Notary Public (SEAL)

My commission expires: July 9, 2001



Elsa M. Nylander
MY COMMISSION # CC662506 EXPIRES
July 9, 2001
BONDED THRU TROY FAIR INSURANCE, INC

REGISTERED AGENT CERTIFICATE

The below named corporation maintains an office at the address below, and appoints the below named person as its registered agent thereat to accept service of process on behalf of said corporation:

REGISTERED AGENT'S NAME: Mark S. J. Hall

NAME AND PRINCIPAL STREET
ADDRESS OF CORPORATION: Crisis Pregnancy Outreach of
Florida, Inc.
1575 Dixie Way
Melbourne, FL 32935

By Mark S. J. Hall
Mark S. J. Hall
Incorporator

The undersigned, having been appointed as registered agent to accept service of process on behalf of said corporation at the office designated above, hereby accepts said appointment and agrees to keep said office open as required by law.

Mark S. J. Hall
Mark S. J. Hall
Registered Agent

FILED
00 APR 10 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA