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November 1, 2000

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

FILED
00 NOV -6 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Tree of Life Midwifery Service, Inc.
(a not-for-profit corporation)

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-11/06/00--01075--011
*****78.75 *****78.75

Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida not for profit corporation. Also please find enclosed a check in the amount of \$78.75, representing payment of the following fees:

Filing Fees	\$35.00
Certified Copy	8.75
Registered Agent Designation	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned at your earliest convenience.

Thank you for your assistance in this matter.

Sincerely,

William L. Vinson

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

TREE OF LIFE MIDWIFERY SERVICE, INC.

BY THESE ARTICLES OF INCORPORATION, the incorporators form a corporation not for profit under Chapter 617, Florida Statutes.

1. NAME.

The name of the corporation is **Tree of Life Midwifery Service, Inc.**

2. PRINCIPAL OFFICE.

The principal office of the corporation is 1259 S. Pinellas Avenue, Tarpon Springs, FL 34689 and its mailing address is the same.

3. TERM.

This corporation shall exist perpetually.

4. PURPOSES.

The purposes for which this corporation is organized are:

- (1) to minister the Gospel of Jesus Christ to women and their families while providing or rendering full-service health care to them.
- (2) to promote healthy families and to provide physical, emotional, and spiritual health services in an atmosphere of Christ-like love and caring.
- (3) to provide a means for the Holy Spirit to empower women and families of all ages and socio-economic standing, utilizing education, counseling and mentoring as well as health care services.

(4) to provide an alternative to public health care clinics for women in need or crisis, whether or not they are covered by insurance or meet medicaid requirements.

(5) to assist women in discovering and implementing alternatives to abortion.

(6) to guide women and families to ancillary services available to them through both public and private sectors, and assist them in receiving those services.

The purposes shall also include providing Christian religious instruction, inspiration and ministry to the women and families served by the corporation. The purposes of the corporation shall also include such religious and charitable activities as the Board of Directors shall determine in furtherance of the purposes enumerated above.

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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 this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This 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. Notwithstanding any other provision of these articles, this corporation shall not carry on any other 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 of 1986 or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any

future United States internal revenue law. On the dissolution of this corporation the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt 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, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes.

5. DISCRIMINATION PROHIBITED.

This corporation will not discriminate against any person on the basis of race, color, gender, or national origin. The corporation will not discriminate against any person on the basis of religion, except that qualification for membership may be limited to a particular religion in the Bylaws.

6. MEMBERS.

The qualifications for and manner of admission of members shall be regulated by the bylaws.

7. REGISTERED OFFICE.

The initial registered office of the corporation is 1259 S. Pinellas Avenue, Tarpon Springs, FL 34689, and its initial registered agent is Christine Hilderbrandt.

8. DIRECTORS.

The corporation shall have ten directors initially. The number of directors may be changed from time to time in the bylaws, but shall never be fewer than three. The bylaws shall provide for the manner of election or appointment of directors. The name and address of each person who is to serve as an initial director is :

Christine Hilderbrandt, MSN, ARNP-CNM
1307 Meres Blvd.
Tarpon Springs, FL 34689

Rev. Joseph John, D.D., H.S.T.D.
c/o First United Methodist Church of Tarpon Springs
501 E. Tarpon Avenue
Tarpon Springs, FL 34689

M. Wade Shuman, R.Ph.
1252 Pinecrest Circle
Tarpon Springs, FL 34689

Louise Templeman, M.D.
2114 Seven Springs Blvd.
New Port Richey, FL 34655

Soi Pitchon, M.A.
Pregnancy Centers of Pinellas County
8001 66th Street N.
Pinellas Park, FL 33781

Evelyn Kikta, B.S.N., R.N.C., A.R.N.P.
768 Seminole Blvd.
Tarpon Springs, FL 34689

Martha Giancola, M.A.
790 Camellia Avenue
Tarpon Springs, FL 34689

Thomas E. Carson, M.D.
1259 S. Pinellas Avenue
Tarpon Springs, FL 34689

Tara Hilderbrandt, A.A.
1307 Meres Blvd.
Tarpon Springs, FL 34689

Marylou Houllis
276 Knollwood Road
Tarpon Springs, FL 34689

9. INCORPORATOR.

The name and address of the incorporator is:

Christine Hilderbrandt
1307 Meres Blvd.
Tarpon Springs, FL 34689

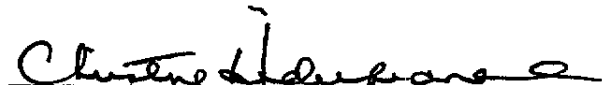
10. BYLAWS.

The bylaws of the corporation shall be adopted by the board of directors. The board of directors shall have the power to alter, amend, or repeal the bylaws and adopt new bylaws.

11. AMENDMENT.

The board of directors may amend these Articles of Incorporation by a majority vote.
The members shall not have the power to amend these Articles of Incorporation.


DATED on this 1 day of ~~October~~ ^{November}, 2000.


Christine Hilderbrandt
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1st day of ~~October~~ ^{November}, 2000, by Christine Hilderbrandt, who is personally known to me ~~or who has produced~~ as identification.

NOTARY PUBLIC:

sign: 
print: Wm. L. Vinson
State of Florida at Large (Seal)
My commission expires:



Wm. L. Vinson
MY COMMISSION # CC725590 EXPIRES
April 7, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for Tree of Life Midwifery Service, Inc.
at the office designated in the foregoing articles of incorporation, the undersigned accepts
the designation.



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