

*NO000000007671*

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-11/13/00--01123--019  
\*\*\*\*122.50 \*\*\*\*\*78.75

November 9, 2000

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: His Place By The Sea, Inc.  
Articles of Incorporation

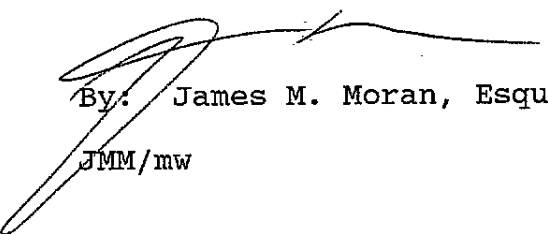
Dear Sir or Madam,

Enclosed please find the Articles of Incorporation for the above referenced corporation along with a check for \$122.50 for the filing fee.

If you should have any questions, please do not hesitate to give me a call.

Sincerely,

James M. Moran, P. A.

By:  James M. Moran, Esquire

JMM/mw

*James Moran* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Princ*  
DATE *11-17-00*  
DOC. EXAM *RV*

FILED  
00 NOV 13 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HIS PLACE BY THE SEA, INC  
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

**Article I**

The name of the corporation is His Place By The Sea, Inc.

**Article II**

The corporation shall have perpetual duration from the date of filing of these articles.

**Article III**

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

To provide Biblically-based counseling to Christian individuals, couples, and groups. These persons shall include lay persons, lay leaders, and pastors in crisis, or transition. These persons will be persons who desire additional life coping skills, and who desire to grow in their relationship to God. This counseling shall be conducted according to traditional Judeo-Christian values and be conducted on a nonprofit basis.

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of the Christian religion, religious charity, and religious education and for other charitable and religious purposes, by the distribution of its funds for those purposes, and particularly for providing aid to persons through Biblically-based counseling.

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

(c) 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.

#### Article IV

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

#### Article V

The street address of the initial registered office of the corporation is 734 Sand Dollar Drive, Sanibel, Florida 33957. This address is in the County of Lee and the State of Florida. The name of its initial registered agent at that address is Richard Gates Maybee. The Principal Address is the same.

#### Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than three; provided, however, that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on January 10, at 10:00 a.m., at 734 Sand Dollar Drive, Sanibel, Florida 33957., at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one year until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 10:00 a.m., on the first Monday in February of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or

consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the Articles of Incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Name	Residential Address
John F. Basel III	1502 Briar Ridge Circle Fort Myers, Florida 33912
Richard Gates Maybee	734 Sand Dollar Drive Sanibel, Florida 33957
Barbara Ann Maybee	734 Sand Dollar Drive Sanibel, Florida 33957
Linda Sue Patton	15072 Briar Ridge Circle Fort Myers, Florida 33912

#### Article VII

The name and address of each incorporator are:

Name	Residential Address
John F. Basel III	1502 Briar Ridge Circle Fort Myers, Florida 33912
Richard Gates Maybee	734 Sand Dollar Drive Sanibel, Florida 33957
Barbara Ann Maybee	734 Sand Dollar Drive Sanibel, Florida 33957
Linda Sue Patton	15072 Briar Ridge Circle Fort Myers, Florida 33912

#### Article VIII

The board of directors shall elect the following officers: president, vice-president, treasurer, and secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

John F. Basel III President	1502 Briar Ridge Circle Fort Myers, Florida 33912
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Richard Gates Maybee Tressurer	734 Sand Dollar Drive Sanibel, Florida 33957
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Barbara Ann Maybee Vice-President	734 Sand Dollar Drive Sanibel, Florida 33957
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Linda Sue Patton Secretary	15072 Briar Ridge Circle Fort Myers, Florida 33912
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#### Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

#### Article X

The property of this corporation is irrevocably dedicated to charitable and religious purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

#### Article XI


On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

## Article XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

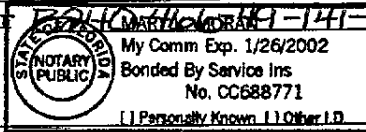
We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on this \_\_\_\_\_ day of \_\_\_\_\_, 2000.

Signatures of Incorporators

  
John F. Basel III

STATE OF FLORIDA )  
COUNTY OF LEE )

The foregoing instrument was acknowledged before me this 9TH day of NOVEMBER, 2000, by John F. Basel, III and they have produced Florida Driver's License Number B24104464-141-0 as identification.

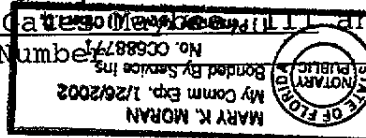


Notary Public  
Print Name: M. MDRAN

*Richard Gates Mayhew*  
Richard Gates Mayhew

STATE OF FLORIDA )  
COUNTY OF LEE )

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of NOVEMBER, 2000, by Richard Gates and they have produced Florida Driver's License Number 1C068877 as identification.



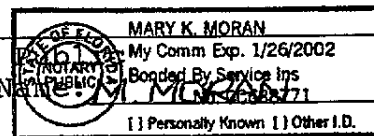
Notary Public  
Print Name: M MORAN

Barbara Ann Maybee  
Barbara Ann Maybee

STATE OF FLORIDA )  
COUNTY OF LEE )

The foregoing instrument was acknowledged before me this 9TH day of NOVEMBER, 2000, by Barbara Maybee, and they have produced Florida Driver's License Number M100-064-39-752-0 as identification.

Notary  
Print Name: M. MORAN

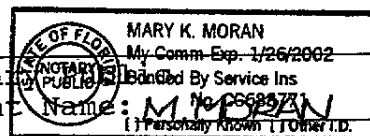


Linda Sue Patton  
Linda Sue Patton

STATE OF FLORIDA )  
COUNTY OF LEE )

The foregoing instrument was acknowledged before me this 9TH day of NOVEMBER, 2000, by Linda Sue Patton, and they have produced Florida Driver's License Number P350-537-40-711-0 as identification.

Notary  
Print Name: M. MORAN



#### ACCEPTANCE BY REGISTERED AGENT

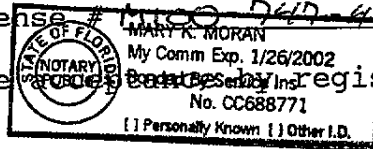
Before me appeared this day, Richard Gates Maybee of Lee County, Florida and he hereby acknowledges that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation for His Place By The Sea, Inc. and certifies that the address listed above is a true and correct address for this registered agent.

By: Richard Gates Maybee  
Richard Gates Maybee

STATE OF FLORIDA )  
COUNTY OF LEE )

The foregoing instrument was acknowledged before me this 9<sup>th</sup>  
day of November, 2000, by Richard Gates Maybee, and

he has produced Florida Driver's License # M100-747-47-008-0  
as identification, and signed the above notarized by registered  
agent.



M. Moran  
Notary Public  
Commission Number: