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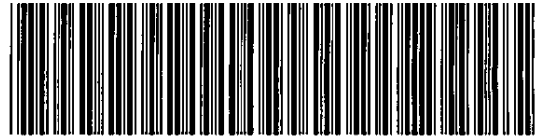
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 OCT 31 AM 8:51

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11/01/07--01001--021 **35.00

11/01/07--01001--022 **8.75



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 5, 2007

The Good Shepherd Humanitarian Corporation
1425 W. Branch Street
Lantana, FL 33462

SUBJECT: THE GOOD SHEPHERD HUMANITARIAN CORPORATION
Ref. Number: N01000006093

We have received your document for THE GOOD SHEPHERD HUMANITARIAN CORPORATION and check(s) totaling \$43.75. However, your check(s) and document are being returned for the following:

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The Division of Corporations does not file bylaws. Note on the last page of the document the statement that "The forgoing were adopted as the bylaws.... Please correct/remove from the document.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 107A00052782

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendments to Articles of Incorporation

The Good Shepherd Humanitarian Corporation A Florida Corporation – not for profit, the undersigned incorporation for the purpose of forming a corporation under Chapter 617, Florida State Statute, (not for profit) hereby adopt the following article of incorporation

Article I

Names

The name of the corporation is *The Good Shepherd Humanitarian Incorporated*; a non profit corporation herein after referred to as the corporation.

Article II

Principle Office

The initial principle address of the corporation shall be;

1425 W. Branch Street
Lantana, FL. 33462

Article III

Purpose

This Corporation is organized to help improve education, communication, promote the social welfare, safety and better quality of life for disadvantage and at risk youth and residents of Palm Beach County.

Article IV

Officers and Directors

The corporation officers shall manage all day to day operations. The initial officers shall serve until the first election.

Article V

Existence and Effective date of Corporation

The term of existence of the corporation is perpetual the corporation shall commence;

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TALLAHASSEE, FLORIDA

Article VI

By Laws

The by laws shall be adopted and amended by the officers of this corporation.

Article VII

Miscellaneous Provisions

The officers shall have the power to enter into contract for services to be provided to the corporation, hire employees to carry out the purpose of the corporation, make amendments to these articles and terminate the corporation.

Article VIII

Termination

In the event of the termination of the corporation, all debts shall be paid and the asset remaining shall be distributed equally to a non-profit organization chosen by the officers.

Article IX

Number, Term and Qualification of Officers and Directors

The Board of Directors shall consist of nine (9) members who shall elect a Chairperson, Vice Chairperson, Secretary and Treasurer. All Directors shall be regular members of the corporation and shall serve without compensation, but may be reimbursed for travel and other approved by the Board of Directors. No person may hold more than one (1) elected office.

Article X

Regular Meetings and Dues

The Board of Directors shall hold regular and special meetings at times and in public places determined by them. All business shall be conducted at regular meetings. Dues shall be paid annually and submitted to the Treasurer.

Article XI

Checking Accounts

Two (2) signatures shall be required on each check drawn on the account of the corporation. The Chairperson, Vice Chairperson and the Treasure shall be eligible to sign checks.

Article XII

Attendance of Members at Meetings

All members are welcome to attend all meetings of the Board of Directors and at the discretion of the Board of Directors can participate in the discussion of issues. The Board of Directors shall notify all regular members of the time and place of meetings.

Article XIII

Voting Rights

Each Board Member shall be entitled to one (1) vote at meetings and must be present to vote. A quorum consisting of at least five (5) board members shall be required to conduct business.

Power and Duties of Officers and Directors

Chairperson

The Chairperson shall preside at all membership meetings. He shall by virtue of his office be Chairman of the Board of Directors. He shall present at each annual meeting of the organization an annual report of the work of the organization. He shall appoint all committees, temporary or permanent.

He shall see all books, reports and certificates required by law are Properly kept or filed. He shall be one of the officers who may sign the checks or drafts of the organization. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Vice Chairperson

The Vice Chairperson shall in the event of the absence or inability of the President to exercise his office become acting president of the Organization with all the rights, privileges and powers as if he had been the duly elected chairperson.

Secretary

The Secretary shall keep the minutes and records of the organization in

appropriate books. It shall be his duty to file any certificate required by any statute, federal or state. He shall give and serve all notices to members of this organization. He shall be the official custodian of the records and seal of this organization.

Treasurer

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.

He must be one of the officers who shall sign checks or drafts of the organization. He shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

Directors

The power and duties of these directors shall be to represent the interest of the regular members and to provide such other services as the chairperson may assign.

Appointive Officers

The Board of Directors may appoint Assistant Vice Chairperson, Assistant Secretary, and Assistant Treasures and as such other officers as the Board deems necessary to administer the business affairs of the corporation.

Vacancies

If the Chairperson becomes ineligible to hold his or her position before the end of the term, the Vice Chairperson shall complete the term and serve the following term as unusual.

If any other vacancy occurs on the Board of Directors before the end of the term, the Chairperson shall as soon as possible appoint an interim officer or director to fulfill the duties of the position until the regular members elect a successor.

Amendments

These Bylaws may be amended by a vote not less than a majority of the members entitled to vote at any annual or special meeting of the members of the corporation at which a

quorum is present provided however, that a full statement of the proposed amendment is set forth in the notice of such meeting, and that no amendment shall conflict with the terms and provisions of the articles and declarations.

(1) A statement that there is no member or members entitled to vote on the amendment and (2) the date ~~of adoption~~ ^{of promulgation} of the amendment by the board of directors is the 20th day of July 2007

Keith Chambers

Chairperson - Interim

Retha Lowe
Vice Chairperson

RETHA LOWE
1301 13th Ave. So. LAKE WORTH, FL 33461

DIANA RAYMOND
Secretary
147 28th AVE BOYNTON FL 33435

LAURENCE F. DAVENPORT
Treasurer
8110 LAUREL LANE
WELLSINGTON, FL 33414

Board member

10657 Greenbush Ct.

Boca Raton FL 33498

Jacques Fontaine

Board member

Board member

Board member

Pierre Dordainville

600 N. Congress Ave #430A
Delray Beach FL 33445

Board member

1504 3rd St
Lake Worth, FL 33460

Registered office + agent is Canaste Suge, 1425 West Branch Street
Lantana, Florida 33462