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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MERCY KEEPERS, INC.**

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TALLAHASSEE, FLORIDA

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Mercy Keepers Food Pantry

2021 9th Avenue South

St. Petersburg, FL 33712

Phone/Fax: 727 823-8795

Email: mercykeepers@hotmail.comWebsite: <http://mercykeepersinc.com>

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MERCY KEEPERS, INC.
A Florida Not For Profit Corporation**

Doc#: N02000002336

Pursuant to the provisions of Section 617.1007, Florida Statutes, MERCY KEEPERS, INC., a not for profit corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby adopts the following Second Amended and Restated Articles of Incorporation, which supersede and take the place of its existing Articles of Incorporation and any and all amendments thereto.

**ARTICLE 1
NAME**

The name of this Corporation is MERCY KEEPERS, INC.

**ARTICLE 2
PRINCIPLE OFFICE and MAILING ADDRESS**

The principal place of business and mailing address of this Corporation is 820 - 20th Street South, St. Petersburg, Florida 33712, c/o Willie Washington. The location of the principal office and mailing address shall be subject to change as may be provided in the bylaws duly adopted by the Corporation (the "Bylaws").

**ARTICLE 3
PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, scientific, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (hereinafter the "Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or

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desirable to carry into effect the aforementioned purposes. Specifically, the Corporation is organized for the purpose of supporting and promoting the welfare of the people of the Pinellas County, Florida community through activities including, but not limited to: providing assisted living facilities for elderly and inform adults, providing food pantry and clothing services, providing affordable housing for elderly and low income families, and other activities that are similar in nature and appear useful in accomplishing the purposes herein set out.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 4 POWERS AND LIMITATIONS

The Corporation shall have all powers conferred upon not for profit corporations organized under the Florida Not For Profit Corporation Act (the "Act"), but shall exercise such powers only in fulfillment of its above-stated purposes; provided, however, (i) no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office; (ii) 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 and to make payments and distributions in furtherance of the Corporation's purposes; and (iii) notwithstanding any other provision of these Second Amended and Restated Articles of Incorporation, the 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 Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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ARTICLE 5 DISSOLUTION AND LIQUIDATION

Upon a dissolution of the Corporation, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code, or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose. None of the assets will be distributed to any officer or Director of the Corporation. Any such assets not so disposed of shall be 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 6 TERM

The term for which the Corporation shall exist shall be perpetual.

ARTICLE 7 BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, provided that the Corporation shall always have at least three (3) Directors.

ARTICLE 8 REGISTERED AGENT AND OFFICE

The address of the Registered Office of the Corporation is 825 – 20th Street South, St. Petersburg, Florida 33712, and the Registered Agent at such address is Mr. Edward Sauls.

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ARTICLE 9 BYLAWS

The Amended and Restated Bylaws of the Corporation are adopted by the Board of Directors as of the date of filing of these Second Amended and Restated Articles of Incorporation. Such Bylaws may thereafter be amended, in the manner provided therein.

ARTICLE 10 AMENDMENT OF ARTICLES OF INCORPORATION

These Second Amended and Restated Articles of Incorporation may be amended by resolution adopted by a vote of at least a two-thirds majority of the Directors then in office or the unanimous written consent of the Directors.

[Signature Page Follows.]

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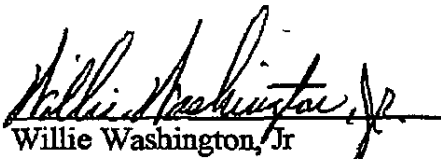



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CERTIFICATE

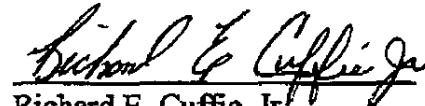
Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Second Amended and Restated Articles of Incorporation of MERCY KEEPERS, INC. were adopted effective September 14, 2016, by unanimous written consent of the Corporation's Board of Directors.


Board of Directors of Mercy Keepers, Inc.:


Willie Washington, Jr.
President & Director



Helen Minton-Lueallen
Vice President & Director

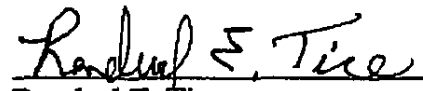

Helen O. Hall
Vice President & Director

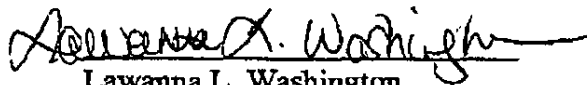

Richard E. Cuffie, Jr.
Director

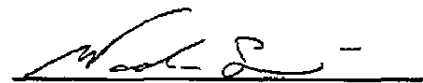

Robert E. Smith
Director


Stephanie Collins
Director


Jennifer Dorn Daley
Director/Advisor


Rondual E. Tice
Treasurer


Lawanna L. Washington
Secretary


Wade Stotts III
Co-Treasurer