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FLORIDA NON-PROFIT CORPORATION

NORTH RIVER CARE, INC.

|                       |         |
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**ARTICLES OF INCORPORATION  
OF  
NORTH RIVER CARE, INC.**

The undersigned, for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, hereinafter referred to as the Corporation, hereby adopts the following Articles of Incorporation:

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**ARTICLE I - NAME**

The name of the Corporation shall be the NORTH RIVER CARE, INC.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal office and the mailing address of the Corporation shall be 513 - 49<sup>th</sup> Street East, Palmetto, Florida 34221

**ARTICLE III - PURPOSE AND POWERS**

A. The purposes for which the Corporation is formed are:

To serve those with pregnancy related needs with integrity, dignity, care and compassion, while demonstrating the Love of Christ, by providing consultation within a supportive environment as to available options, including adoption and parenting, physician and professional referrals, information regarding continuation of employment and or education, post-abortion support, education and training as to prenatal care and parenting or such other matters as may from time to time arise in the course of serving those with pregnancy related needs.

B. The Corporation shall possess all powers granted under Florida Statute provided, however, that the Corporation shall possess no powers which would otherwise disqualify it as a Corporation exempt from federal tax under the Internal Revenue Code.

**ARTICLE IV - MEMBERS**

The membership shall have no members.

**ARTICLE V - MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is provided for in the Bylaws of this corporation.

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**ARTICLE VI - TERM OF EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE VII - TERMINATION**

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational 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. Any such assets not so disposed of shall be disposed of by the Court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said court shall determine.

**ARTICLE VIII - BOARD OF DIRECTORS**

A. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

B. The initial Board of Directors of the Corporation shall consist of eight (8) Directors, whose names and addresses are as follows:

| NAME             | ADDRESS   |
|------------------|---|
| DEBBIE DeFRHESE  | 146 Mill Run Road East<br>Bradenton, Florida 34202              |
| IRV BOBBITT      | Post Office Box 1511<br>Anna Marie, Florida 34216               |
| HUDSON SLAUGHTER | 823 Leffingwell Avenue<br>Ellenton, Florida 34222               |
| PAMELA McFARIAND | 6505 Wood Pond Drive<br>Bradenton, Florida 34202                |
| LARRY PRITCHETT  | 415 - 49 <sup>th</sup> Street East<br>Palmetto, Florida 34221   |
| TANA KILBURN     | Post Office Box 1941<br>Oneco, Florida 34264                    |
| MARTHA GARZA     | 3317 - 27 <sup>th</sup> Street East<br>Bradenton, Florida 34208 |

LYNN TEACHEY

905 - 24<sup>th</sup> Avenue West  
Palmetto, Florida 34221

C. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than three (3).

**ARTICLE IX - BYLAWS**

A. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

B. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors in accordance with the provisions of the Bylaws.

**ARTICLE X - AMENDMENTS TO ARTICLES**

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time, or in accordance with the Bylaws of the Corporation.

**ARTICLE XI - REGISTERED OFFICE AND AGENT**

A. The street address of the initial registered office of the Corporation shall be  
1206 Manatee Avenue West  
Bradenton, FL 34205

B. The name of the initial registered agent of the Corporation located at said address shall be THOMAS W. HARRISON

**ARTICLE XII - INCORPORATOR**

The name and address of the incorporator is:

NAME

ADDRESS

LARRY PRITCHETT

415 49<sup>th</sup> Street East  
Palmetto, Florida 34221

**ARTICLE XIII - CODE**

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force, or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

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IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned incorporator executed these Articles of Incorporation on this day of 5-29, 2002.

Larry Pritchett  
LARRY PRITCHETT, Incorporator

STATE OF FLORIDA  
COUNTY OF MANATEE

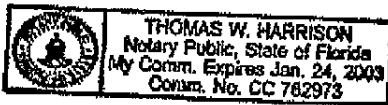
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared LARRY PRITCHETT to me known to be the person described in and who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same. I relied upon the following form of identification of the above named person:

who is personally known to me,  
 who produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 29<sup>th</sup> day of May, 2002.


[Signature]  
NOTARY PUBLIC

My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT**

I hereby accept to act as initial Registered Agent for the NORTH RIVER CARE, as stated in these Articles of Incorporation.

  
\_\_\_\_\_  
THOMAS W. HARRISON

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