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GRUNDER & PETTEWAY, P.A.

Attorneys at Law

Real Estate • Probate • Estate Planning • Corporate/Small Business

1025-5A North Main Street High Springs, Florida 32643

Telephone (386) 454-1298 Fax (386) 454-7496

Gary D. Grunder

Kyle E. Petteway

January 10, 2003

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

Re: Incorporation of Shephard's Fold, Inc.

Dear Corporate Filing Representative:

Enclosed are the following documents relating to the incorporation of Shephard's Fold, Inc.:

- (1) Articles of Incorporation for Shephard's Fold, Inc., signed by the incorporators of the corporation;
- (2) Acceptance of Registered Agent, signed by the registered agent of the corporation; and
- (3) A check in the amount of \$78.75 for filing the Articles of Incorporation (\$35.00), filing the Acceptance of Resident Agent (\$35.00), and for issuance of a Certificate of Status for the corporation (\$8.75).

Please file the Articles of Incorporation and forward a Certificate of Status to me.

Please contact me if you have any questions regarding the enclosed documents. Thank you for your attention to this matter.

Sincerely,

Amy L. Kenner, CLA Certified Legal Assistant to

Kyle E. Petteway

6846

__ARTICLES OF INCORPORATION SHEPHARD'S FOLD, INC. A Non-Profit Corporation

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, being natural persons competent to contract, hereby subscribe to and form a corporation not for profit under the laws of the State of Florida.

ARTICLE I NAME AND PRINCIPAL OFFICE

The name of the corporation is Shephard's Fold, Inc., a Non-Profit Corporation, and it shall have as its principal address 5739 NE 70th Ave., High Springs, Florida 32643 and its mailing 5739 NE 70th Ave., High Springs, Florida 32643.

ARTICLE II **DURATION**

The corporation is to exist perpetually, with commencement at the time of filing these Articles.

ARTICLE III PURPOSE

The purpose or purposes for which the corporation is organized are:

For the organization and operation of a non-profit religious organization to serve Jesus

Christ through teaching, evangelizing, baptizing, fellowshipping, praying and worshiping.

To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing non-profit organization.

To do such other things that are incidental to the foregoing or necessary or desirable to

accomplish the foregoing.

Further, the corporation is to be operated exclusively for those purposes allowed an exempt organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV **OUALIFICATION**

Any person evidencing a willingness to work toward the goals of the organization as set forth in its Bylaws may be accepted to regular membership on approval of the Board of Directors.

ARTICLE V REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5739 NE 70th Ave., High Springs, Florida 32643, and the name of the corporation's initial registered agent at such address is Jacalyn Mary Fleming.

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ARTICLE VI BOARD OF DIRECTORS

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The number of members constituting the Board of Directors shall be fixed by the Bylaws of the manner corporation but shall not be less than four. The directors shall be elected or appointed in the manner provided by the Bylaws of the corporation.

ARTICLE VII INCORPORATORS

The name and address of the incorporator of this corporation is Jacalyn Mary Fleming, 5739 NE 70th Ave., High Springs, Florida 32643.

ARTICLE VIII DIRECTORS

The names and addresses of the initial Board of Directors of this corporation are:

NAME ADDRESS

Aaron A. O'Connell Rufus A. White Erna Armstong Jacalyn Mary Fleming 8708 Tall Pines Lane, Orlando, FL 32825 27508 NW 182nd Ave., High Springs, FL 32643 110 NE 7th Ave., High Springs, FL 32643 5739 NE 70th Ave., High Springs, FL 32643

ARTICLE IX STOCK

This corporation is organized under a non-stock basis.

ARTICLE X DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954, or as amended in 1986 or otherwise, or corresponding sections of any future law, or to the Federal, State or local government for exclusive public purpose.

Jacalyn Mary Tleming , Incorporator

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for Shephard's Fold, Inc.

Dated this 10 day of January, 2003

Jacalyn Mary Fleming, Registered Agent