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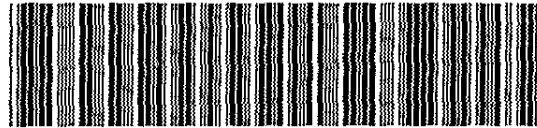
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TALLAHASSEE FLORIDA

PETER C.K. ENWALL, P. A.

Attorney at Law

**926 NW 13th Street
Gainesville, FL 32601**

**P. O. Box 357117
Gainesville, FL 32635-7117
Email: enwall@bellsouth.net**

**Phone (352) 376-6163
Fax (352) 376-5238**

January 31, 2003

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**Re: Articles of Incorporation for
Starboard Ministries, Inc.**

To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Incorporation for STARBOARD MINISTRIES, INC., together with my check in the amount of \$70.00.

Would you be so kind as to provide me with a copy of the recorded Articles. Thank you for your cooperation.

Yours very truly,



PETER C.K. ENWALL

PCKE/ep
Enclosures

**ARTICLES OF INCORPORATION FOR
STARBOARD MINISTRIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Name.

The name of the corporation is: STARBOARD MINISTRIES, INC.

ARTICLE II

Principal place of business and mailing address.

The present principal place of business of the corporation is 1053 NE 15th Place, Gainesville, FL, 32601, and the mailing address of this corporation is P. O. Box 523, Gainesville, FL 32602, or such other address as designated in the Annual Report.

ARTICLE III

Purpose.

The purpose for which the corporation is formed and the business and objectives to be carried on and promoted by it are as follows:

- (a) to feed the hungry who reside in North Central Florida;
- (b) to provide clothing for those who are without clothes and who reside in North Central Florida.
- (c) to provide shelter for the homeless who reside in North Central Florida.
- (d) to perform such other lawful charitable functions as are permitted to corporations categorized under Section 501(c)(3) of the Internal Revenue Code as charitable organizations.

To this end, the Corporation is empowered to perform all acts authorized by law; provided, however, the corporation shall not engage in any activity that is not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding future provision of the Revenue Code, and the Corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in or participate in any political campaign on behalf of any candidate for public office. No part of the net earnings of this Corporation shall inure to the benefit of any member or private individual, and no member, director, or officer of the Corporation shall receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

ARTICLE IV.

Duration.

The corporation shall have perpetual existence.

ARTICLE V.

Membership.

The qualifications for membership in the corporation shall be as provided in the Bylaws.

ARTICLE VI.

Manner of election of directors.

The number of directors and the manner in which the directors are elected shall be set forth in the Bylaws of the corporation.

ARTICLE VII.

Manner of election of officers.

The offices of the corporation and the manner in which the officers are elected shall be set forth in the Bylaws of the corporation.

ARTICLE VIII.

Bylaws.

The Bylaws of the corporation may be altered or amended from time to time upon the vote of a majority of the Board of Directors present at any regular meeting of the Board, or otherwise in accordance with the Bylaws themselves.

ARTICLE IX.

Registered agent and street address.

The name and the street address of the registered agent is: MICHAEL R. SCOTT, 4021 NW 7th Street, Gainesville, FL, 32601, and the acceptance of the duties of registered agent by said individual are attached hereto.

ARTICLE X.

Distribution on Dissolution.

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inured to the benefit of any of the members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, shall be distributed as directed by members of the Corporation among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, and no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation, or which does not participate or intervene in any political campaign on behalf of any candidate or public office, or other entities of the type which qualify for federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, or subsequent amendments.

ARTICLE XI.

Right to indemnification.

To the extent permitted by the law of Florida, the corporation shall indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals by reason of the fact that person is or was acting as a director, officer, or employee of the Corporation. Indemnification shall be against all expenses, including without limitation, attorney's fees, court costs, expert witness fees, judgments, decrees, and fines reasonably and actually incurred by the person in settlement of any action, suit, or proceedings provided that the Board of Directors shall first have determined, in its sole judgment, that the person acted in good faith and in a manner that he or she reasonably believed to be in the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself create a

presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

ARTICLE XII.

Incorporator.

The name and address of the incorporator of the incorporation is: BERTHA M. YOUNG,
1053 NE 15th Place, Gainesville, FL 32601

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation on this 28th day of January, 2003.

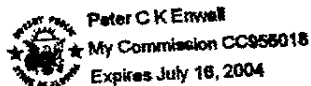
Bertha Young
Print Name: BERTHA M. YOUNG
Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, personally appeared BERTHA M. YOUNG who is personally known or
has provided Florida Drivers License No. Y520-013-60-872-0 as identification, and who being
sworn, deposes and says that she is the Incorporator of these Articles of Incorporation, and such
Incorporator verifies that all statements and information contained herein are true and correct.

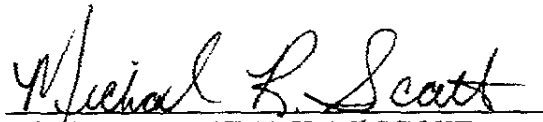
Dated this 28th day of January, 2003.

Peter C K Enwall
Notary Public
Print Name:
Commission Expiration Date:
Commission Number:



CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, MICHAEL ^{M.}_{R.} SCOTT, whose address is 4021 NW 7th Street, Gainesville, FL 32601,
do hereby consent to appointment as Registered Agent of the above corporation.



Print Name: MICHAEL ^{M.}_{R.} SCOTT
Registered Agent

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TALLAHASSEE FLORIDA