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Corporations

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FLORIDA NON-PROFIT CORPORATION

GOOD SHEPHERD OUTREACH FOUNDATION, INC.

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ARTICLES OF INCORPORATION

of

GOOD SHEPHERD OUTREACH FOUNDATION, INC.

The undersigned, acting as incorporators of a non-profit charitable corporation under Chapter 617 of the Corporation act, of the laws of the State of Florida adopts the following Articles of Incorporation for such Non-Profit Corporation:

ARTICLE I-NAME

The name of the Corporation is and shall be hereinafter known as:

Good Shepherd Outreach Foundation, Inc.

ARTICLE II-PRINCIPAL OFFICE AND REGISTERED AGENT

The principal place of business and mailing address of this corporation shall be 8111 N.E. Miami Court, Miami, FL 33138 and the name of its initial registered agent for process at that address shall be Arnold Joseph. The principal office and the registered office are the same address.

ARTICLE III-PURPOSE

The period of the duration of this corporation shall be perpetual.

The purposes for which this corporation is formed and organized are as follows:

Prepared By: Stephen L. Benfeg, 5720 Lakeside Drive, #619, Margate, FL 33063.
Telephone (954) 979-9916

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The corporation is organized and shall be operated exclusively for religious, charitable and educational purposes. In order to accomplish those objectives and to implement them, the corporation shall also have the power to do each and every one of the following:

(A). To aid, support, maintain or assist, by gift, donation or otherwise, established religious, charitable and educational institutions and activities which are qualified under Section 501 (c) (3) of the Internal Revenue Code of 1954, or comparable sections of any future Internal Revenue Code, whose objects or purposes include, but are not limited to, any one or more, or all of the following:

(1). Establishment of offices, warehouses and facilities for the purposes of providing food and services to the poor, including, but not limited to, a food bank, a counseling center and an employment assistance center;

(2). Advancement of Education;

(3). The instruction or training of the individual for the purpose of developing his capabilities.

(4). The instruction of the public on subjects useful to the individual and beneficial to the community.

(B). To solicit and accept voluntary contributions and to accept, receive and administer, for its exclusive purpose, cash and other property, whether the same be real, personal or mixed, by gift, grant, devise, trust instrument, bequest, exchange or otherwise;

(C). To establish, maintain, operate, and control, directly or indirectly, an institution of education, offering consultation, correspondence and seminar courses, instruction and training in all fields of secular and religious education;

(D). To establish, maintain, operate and control a social services facility that may work with other 501 (c) (3) organizations and/or government to help alleviate health and social problems.

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(E). To establish, maintain, operate and control a counseling center to work in conjunction with ministers, medical doctors, psychologists and hospitals to bring about the healing and well being of individuals who seek guidance from the organization..

(F). To have and maintain such office or offices and related equipment as are necessary, convenient or expedient to administer the affairs of said corporation in the furtherance of the above mentioned purpose (s) and to do any and all other acts and things necessary, convenient or expedient both within and without the premises and both within and without the State of Florida in order to effectively receive, administer, manage, operate, disburse and control funds and/or property of any nature which the corporation may have, all in the furtherance of the above-mentioned exclusive purpose(s) of said corporation and do any and all other acts and things which may become necessary which are permitted under the laws of the State of Florida and under section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IV-STOCK AND RESTRICTED ACTIVITIES

The corporation shall have no stated capital or capital stock. It is organized and shall be operated exclusively for religious, charitable and educational purposes, and not for financial gain. No part of the net earnings shall inure to the benefit of any shareholder or individual, and no part of the activities of the corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including any publishing or distribution of statements) any political campaign on behalf of any candidate for public office, and any receipts of the corporation in excess of the expense of the conducting and operation thereof shall be applied by the Directors to carry out the purpose(s) of this organization and operation, as they, in their judgment, may deem wise.

The corporation shall not engage in any transaction, operation or otherwise which is specifically prohibited by the Internal Revenue Code or its regulations issued thereunder. The purpose(s) shall, at all times, be exclusively religious, charitable, and educational.

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ARTICLE V-BOARD OF DIRECTORS

Subject to the limitations provided by law, all corporate powers and purposes shall be exercised by or under authority of; and the business affairs of such corporation shall be managed and conducted by a Board of Directors, the qualifications, manner of election and term of office which may be prescribed by the Bylaws of the corporation.

The Initial Board of Directors shall consist of:

Arnold Joseph	of	14820 N.E. 5th Avenue
President		Miami, FL 33161
Guettie Pierre Joseph	of	14820 N.E. 5th Avenue
Director		Miami, FL 33161
Abner Roselin	of	20561 N.E. 6th Court
Director		Miami, FL 33142

ARTICLE VI-AMENDMENTS

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with the laws of the State of Florida, the Internal Revenue Code and in conformity with the Bylaws, if such are executed.

ARTICLE VII-ACTIVITIES

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

(A) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or

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(B) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VIII-DISSOLUTION AND DISTRIBUTION OF ASSETS

Upon the dissolution of the corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 IX-INCORPORATOR

The name and address of the Incorporator for this Corporation is:

Arnold Joseph	of	14820 N.E. 5th Avenue
President		Miami, FL 33161

ARTICLE X-MEMBERS

The members of the Corporation shall be those whose names are subscribed hereto and such additional members as may be admitted upon qualification, mode of election, terms of admission, expulsion, and suspension as shall be prescribed by the By-Laws and all members admitted after incorporation shall have the rights and privileges, and shall be subject to the same responsibilities, as members prior to incorporation.

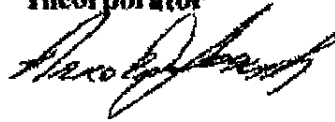
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We, the undersigned incorporators, being persons legally competent to enter into contracts for the purpose of forming a corporation under Laws of the State of Florida, do hereby associate ourselves together for such purpose, and pursuant thereto do hereby adopt the above Articles of Incorporation for said corporation.

These Articles of Incorporation are hereby dated and executed this 27 Day of August, 2003.

**Arnold Joseph
Incorporator**



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under laws of the state of Florida, submits the following statement in designating the registered agent, in the state of Florida.

1. The name of the corporation is: Good Shepherd Outreach Foundation, Inc..
2. The name and address of the registered agent and office is:
Arnold Joseph of 14820 N.E. 5th Avenue
President Miami, FL 33161

The principal office and the registered office are the same address.

SIGNATURE Arnold Joseph
TITLE President
DATE 9/21/03

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE Arnold Joseph
DATE 9/21/03

REGISTERED AGENT FILING FEE: \$35.00

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