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225 SOUTH ADAMS STREET
SUITE 250
P.O. BOX 10369
TALLAHASSEE, FL 32302-2369
850-222-7718 MAIN
850-222-8222 FAX

November 18, 2003

Via Hand Delivery

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **Certified Copy** of the **Articles of Incorporation** for the following entity:

NORTH FLORIDA LADIES PRAYER BRUNCH, INC.

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7718, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante

Kelly B. Plante

amc

KBP/amc
Enclosures

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**ARTICLES OF INCORPORATION
OF
NORTH FLORIDA LADIES PRAYER BRUNCH, INC.**

ARTICLE I – NAME AND ADDRESS

The name of this Corporation shall be North Florida Ladies Prayer Brunch, Inc.
The address of the Corporation shall be 225 South Adams Street, Suite 250, Tallahassee, Florida 32301, which may be changed from time to time by approval of the Board of Directors.

ARTICLE II - DURATION

This Corporation shall exist perpetually.

ARTICLE III - PURPOSES, LIMITATIONS AND DISSOLUTION

Section 3.1. Purposes. The Corporation is organized exclusively for charitable and educational purposes, including without limitation, the following purposes:

- (a) To acquire, purchase, lease, mortgage and deal in all types of property, real and personal, which may be necessary to accomplish the general objectives herein stated, including the leasing or purchasing of facilities, equipment, machinery and any other related items as the Corporation may deem necessary.
- (b) To solicit and receive funds, gifts, endowments, donations, grants, devises and bequests to be used by the Corporation in furtherance of the stated objectives.

(c) To exercise all the powers enumerated in Chapter 617, Florida Statutes, and to transact any other lawful business for which the Corporation may engage.

Section 3.2. Other Activities. Subject to the restrictions and limitations in these Articles, the Corporation may engage in all lawful activities that are necessary or desirable to advance the purposes described in this Article and may cooperate with other individuals, organizations, institutions, foundations and agencies having similar purposes.

Section 3.3. Powers and Limitations on Activities. The Corporation shall have all the powers of a corporation not for profit under Florida law. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any 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 purposes set forth in this Article III. 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 any candidate for public office. Notwithstanding any other provision of these Articles, however, 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 Internal Revenue Code of 1986, or (b) by a corporation, described in Sections 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue

Code of 1986 or the corresponding provision of any future Federal Tax Law. Any references to the Internal Revenue Code and provisions thereof shall include successor provisions of any future corresponding Federal Tax Law.

Section 3.4. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall pay all liabilities of the Corporation and shall distribute the remaining assets to an organization qualified as an exempt organization under section 501(c)(3) of the Internal Revenue Code Section 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code.

ARTICLE IV - NON-STOCK CORPORATION AND MEMBERS

This Corporation is organized under a non-stock basis. The Corporation shall have one class of membership, and shall initially have one (1) member who shall have the authority to appoint additional members. The initial member shall be Laura Gallagher. If there is more than one (1) member, then each member shall have one vote, a quorum shall consist of all members, and the vote of the majority of the members shall constitute the act of the members. The membership shall be transferable unless otherwise provided in a resolution adopted by the Member(s). A Member may terminate their membership and appoint a successor member by giving notice to the Corporation, any other Member(s), and the Board of Directors, together with the successor's written acceptance of membership. If for any reason the Corporation has no Member(s), then its membership shall consist of all the members of the Board of Directors. As used in these

Articles, the term "Member" shall mean, collectively, Laura Gallagher and additional members, if any, appointed by Laura Gallagher.

ARTICLE V - MANAGEMENT OF AFFAIRS-BOARD OF DIRECTORS

Section 5.1. Number of Directors. The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than three (3) natural persons having the right to vote. The Member(s) may increase or decrease the number of Directors from time to time by written resolution, but the Corporation shall never have fewer than three (3) Directors. The Chief Executive Officer and the President shall be voting members of the Board.

Section 5.2. Quorum; Voting. A quorum of the Board shall consist of one-third (1/3) of the prescribed number of Directors determined under Section 5.1. The affirmative vote of a majority of the Directors present shall constitute the act of the Board unless otherwise required by the Articles of Incorporation or Bylaws.

Section 5.3. Board Members. The names of the persons who are to serve on the Board until their successors are appointed, are:

Laura Gallagher
Pam Olsen
Kimberly Case

ARTICLE VII - OFFICERS

The Corporation shall have a Chief Executive Officer and a President who shall perform those duties specified in the Bylaws. The same person may simultaneously hold more than one office. The Member(s) shall appoint all officers. Their terms of office, the persons who may serve in an office, and their duties and responsibilities shall be controlled by the Bylaws.

The officers who will serve until their successors are appointed are:

<u>NAME</u>	<u>POSITION</u>
Laura Gallagher	Chair and Chief Executive Officer
Pam Olsen	President
Kimberly Case	Secretary-Treasurer

ARTICLE VIII – AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by the Member(s) without action by the Board. The Board may propose to the Member(s) amendments to the Articles of Incorporation if approved by a two-thirds (2/3) vote of the Directors present and voting at any annual meeting or special meeting called for that purpose.

ARTICLE IX - AMENDMENTS TO BYLAWS

The Bylaws may be amended by the Member(s) without action by the Board. The Board may propose to the Member(s) amendments to the Bylaws if approved by a two-thirds (2/3) vote of the Directors present and voting at any annual meeting or special meeting called for that purpose.

ARTICLE X- REGISTERED AGENT AND OFFICE

The name and street address of the registered agent and office of the Corporation are:

NAME

Wilbur E. Brewton

ADDRESS

225 South Adams Street, Suite 250
Tallahassee, Florida 32301

ARTICLE XI- REPORTS

The Board shall submit to the Member(s) written financial statements and reports detailing the Corporation's operations and any other matter requested by the Member(s). The reports shall be submitted annually within ninety (90) calendar days after the end of the Corporation's fiscal year or more frequently as the Member(s) may request.

ARTICLE XII- ACTIONS REQUIRING MEMBERS' CONSENT

The Member(s) must consent to the following:

- A. The addition of additional members of the Corporation;
- B. The opening or closing of any of the Corporation's offices;
- C. The mortgage or pledge, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the Corporation of any description (except for purchase money mortgages or sales made for market value in the ordinary course of business);

D. The sale of all or substantially all of the assets of the Corporation or merger or acquisition of any other;

E. All employment contracts, oral or written, having a term greater than one (1) year;

F. Except as otherwise directed in advance and in writing by the Member(s), the execution of any contract having a term greater than three (3) months through which management, financial, administrative, or fund-raising services will be provided to the Corporation;

G. The termination of the activities or dissolution of the Corporation; and

H. The appointment of a receiver for the Corporation, commencement of bankruptcy proceedings for the Corporation, any general assignment by the Corporation for the benefit of its creditors, or the like.

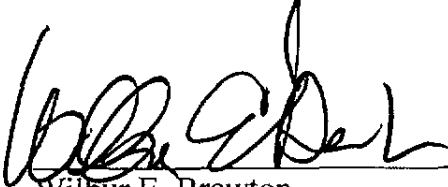
IN WITNESS WHEREOF, these Articles of Incorporation are executed this 18th day of November, 2003.

NORTH FLORIDA LADIES PRAYER BRUNCH, INC.

By: 
Laura Gallagher

CERTIFICATION OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of North Florida Ladies Prayer Brunch, Inc., I hereby accept and agree to act in this capacity.



Wilbur E. Brewton

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