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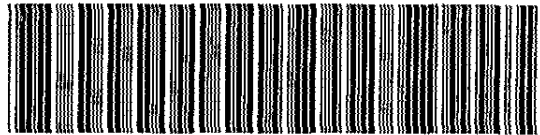
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04 JAN 12 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. Ouellette JAN 21 2004



**WOMEN'S REFUGE OF
ST. JOHNS COUNTY**

**Chairman of the Board, Ed Clements
Executive Director, Joan Clements**

**Board Members: Dennis Hollingsworth
Linda Huff
David Swindull
Sue Wetherington**

January 6, 2004

Corporate Records Bureau
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Department of State
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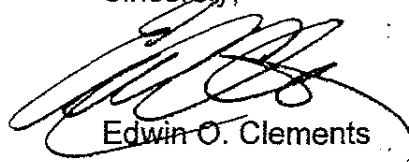
Re: The Women's Refuge of St. Augustine, Florida, Inc.

Dear Sir / Madam:

Please find enclosed, in reference to the above, the Articles of Incorporation, and the Designation of Resident Agent together with my check in the amount of \$122.50. Please file the Articles of Incorporation, and return to me a certified copy of the document with the Certificate of the Secretary of State as to its filing.

Thank you for your assistance in this matter.

Sincerely,



Edwin O. Clements

ARTICLES OF INCORPORATION

for

THE WOMEN'S REFUGE OF ST. AUGUSTINE, FLORIDA, INC.
(a not for profit corporation)

The undersigned incorporator, in compliance with and for the purpose of forming a corporation (Not for Profit) under the Florida Not for Profit Corporation Act (Chapter 617 F.S.) and pursuant to the purpose and meaning of Section 501(c)3 of the Internal Revenue code of 1986, hereby adopts the following Articles of Incorporation:

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04 JAN 12 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME AND ADDRESS

The name and address of the corporation shall be:

The Women's Refuge of St. Augustine, Florida, Inc.
179 Lions Gate Drive
St. Augustine, Florida 32080

ARTICLE II: PRINCIPAL OFFICE AND PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be:

The Women's Refuge of St. Augustine, Florida, Inc.
179 Lions Gate Drive
St. Augustine, Florida 32080

ARTICLE III: PURPOSE

The Women's Refuge of St. Augustine, Florida, Inc., is established as a faith-based Christian ministry organized as a corporation under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE IV: DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation shall not be less than three (3) or more than nineteen (19).

ARTICLE V: MANNER OF ELECTION OF BOARD OF DIRECTORS

The Board of Directors shall be elected by majority vote of sitting directors at the annual meeting of the Board of Directors of the corporation or at a special meeting of the directors called for that purpose.

ARTICLE VI: OFFICERS AND THEIR APPOINTMENT

The officers shall be president, vice-president, secretary and treasurer. The officers shall be appointed by the Board of Directors, to serve for a period of two years. The names and address of the initial officers are:

Edwin O. Clements	President
179 Lions Gate Drive	
St. Augustine, Florida 32080	

Sue Wetherington	Secretary
210 Rolling Oaks Blvd.	
St. Augustine, FL 32080	

Linda K. Huff	Treasurer
2740/G Stratton Dr.	
St. Augustine, FL 32084	

Dennis W. Hollingsworth	Vice President
695 Standish Dr.	
St. Augustine, FL 32086	

ARTICLE VII: ADVISORY BOARD

Members of the Advisory Board shall be invited to serve by the Board of Directors.

ARTICLE VIII: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Edwin O. Clements
179 Lions Gate Drive
- St. Augustine, Florida 32080

ARTICLE IX: INCORPORATOR

The name and address of the Incorporator of this corporation is:

Edwin O. Clements
179 Lions Gate Drive
St. Augustine, Florida 32080

ARTICLE X: OTHER PURPOSES

The other purposes for which the corporation is organized are to operate exclusively for religious, charitable, educational, and

distinct Christian faith purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereto, and such purposes shall include the following:

(a) Carrying out the Great Commission of our Lord and Savior Jesus Christ through a Christ-centered ministry where the focus is on starting over. The material used alongside of the Bible is mainly grace oriented. The people who surrender their lives to a new way of living will experience a freedom never known before.

(b) Helping Christians develop long-term goals and heal from spiritual and emotional wounds with a goal of equipping people to live victoriously in a strife-ridden world by walking in the Spirit instead of the flesh.

(c) Establishing a residential program to help women who are over the age of 18, single or married and from any economic status, especially those who are committed to counseling with accountability, Biblical teaching, and discipleship. These women can come from any background and have any problem, but each must admit her need for God's answers in her life.

(d) Establishing a non-residential program that is dedicated to the same goal of helping women recognize their identities in Christ and their responsibility to obey His commands.

ARTICLE XI: POWERS

In accordance with and in addition to the powers conferred by the laws of the State of Florida, the Corporation shall have the following powers:

- (a) To receive and accept gifts of money, equipment, supplies and property and anything of value and to hold or sell the same for any of the purposes of the Corporation and its work;
- (b) To raise and assist in raising funds for the charitable and other purposes herein set forth;
- (c) To acquire, own, lease, mortgage, and dispose of property, both real, intellectual and personal;
- (d) To accept property and donations in trust for religious or charitable purposes;
- (e) To market tapes, books, CD's, videos, DVD's and such other materials, to fund the expenses of the ministry;

- (f) To do such acts as may be permitted of Not for Profit corporations under the laws of the State of Florida and which are not in conflict herewith.

ARTICLE XII: DISSOLUTION

The Women's Refuge of St. Augustine, Florida, Inc. is not organized for pecuniary gain or profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any members, directors or individuals, except that The Women's Refuge of St. Augustine, Florida, Inc. shall be authorized and empowered to pay and to be paid a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the articles hereof. No substantial part of the activities of The Women's Refuge of St. Augustine, Florida, Inc. shall be the carrying on of propaganda or otherwise attempting to influence legislation, (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and The Women's Refuge of St. Augustine, Florida, Inc. shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Articles, The Women's Refuge of St. Augustine, Florida, Inc. shall not carry on any other activities not permitted to be carried on by:

- (a) A Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or
- (b) A corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to such Non-Profit Corporation(s) qualifying as an Organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, and as an Organization qualifying as a public charity under the provisions of Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or any superseding statute, as the Directors of the Corporation may select and designate. In no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to members, directors or officers of the corporation

either for the reimbursement of any sum subscribed, donated or contributed by such members, or for any other such purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is located, exclusively for such purposes, or to the Organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII: BOARD OF DIRECTORS

The initial Board of Directors is established by these Articles of Incorporation as specified in Article IV. The business and property of the Corporation shall be managed by a Board of not less than three (3) or more than nineteen (19) Directors. The Directors duly constituted and elected shall constitute the Board of Directors and they shall hold their offices for a period of two (2) years, or until other or further election, resignation, incapacity, or death. In the event of resignation or incapacity, the inability of any Director to act, or in the event of death of any Director, the remaining Directors shall elect another Director, or Directors, to fill the vacancy or vacancies, thus created. A new Director shall be elected by a majority vote of the total Director(s), excluding the Director(s) whose position is being filled by vote. Additionally:

- (a) The Directors in their collective capacity shall be known as the Board of Directors and under that name shall constitute the governing body, and shall conduct and transact all business of the Corporation;
- (b) The Directors shall have power and authority to hold an annual meeting of the board of Directors and may likewise hold special meetings as may be determined by the Board of Directors. The annual meeting, if and when held, shall be held at the offices of the Corporation in Jacksonville, Florida on the 2nd Monday of January in each year at the hour of 7:00 p.m. or such day, or as soon thereafter in each year as possible for the Directors to call such meeting or at such other location within or without the State of Florida as the Board of Directors may decide by majority vote. Any special meetings may be held at such time as the Directors may determine, and all meetings shall be held at the offices of the Corporation in Jacksonville, Florida or as otherwise specified by the Board of Directors;
- (c) There shall be but two classes of membership in this Corporation. The first class of membership will be the members of the Board of

Directors. The members of the Board of Directors will be the voting members. Only the Board of Directors will be authorized to vote. The Board of Directors will constitute the voting members of the Corporation and will have complete and total control of the Corporation as specified in the Articles of Incorporation. The second class of membership will be the participating members of the corporation. Participating members of the Corporation shall have no authority or voting rights. Participating members shall have not authority to (a) approve or recommend to members actions or proposals required by law to be approved by the members; (b) designate candidates for the office of Director, for the purposes of proxy solicitation or otherwise; (c) fill vacancies on the Board of Directors or any committee thereof; or (d) amend the Bylaws. Membership in this Corporation may be obtained by natural persons of all races, creeds, and colors, who shall publicly profess their belief in Jesus Christ as their personal Savior and who shall further profess their belief in the purposes of this organization as set forth herein above, and who shall thereafter be accepted into membership in such manner as provided by the Board of Directors of this Corporation. The subscribers to these Articles of Incorporation and the initial Directors of this Corporation shall be and constitute the initial members of this corporation. Any Amendments to the Articles of Incorporation may be made, altered or rescinded only by the Board of Directors of this Corporation, having received the vote of a majority of the board of Directors in office;

- (d) The Board of Directors shall have the authority and power to establish, institute, operate and maintain any and all departments, associations, institutions, schools, mission stations, programs, and/or any and all such other means as may be deemed appropriate and advisable by the Board of Directors for the propagation of the Gospel and this Christian ministry anywhere within the United States of America and/or in any other country;
- (e) The Board of Directors of The Women's Refuge of St. Augustine, Florida, Inc. shall have the power and authority to negotiate, or to designate agents to negotiate, all of the


business transactions, to receive funds or property and make disbursements, for any such additional departments, associations, institutions, schools, mission stations, programs, and/or any and all such other means established or instituted by this Corporation;

- (f) A majority of the Directors shall constitute a quorum for the transaction by the Board of Directors of any and all business, in accordance to the laws of the State of Florida.

ARTICLE XIV: BY LAWS

The Board of Directors shall adopt By-Laws of the Corporation which are not inconsistent with these Articles.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator has hereunto set his hand and seal this 4 day of January, 2004, for the purpose of forming this not for profit corporation under the laws of the State of Florida.


EDWIN O. CLEMENTS
(Incorporator)

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this date before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Edwin O. Clements, who executed the foregoing instrument as Incorporator of The Women's Refuge of St. Augustine, Florida, Inc., a Not for Profit Corporation named herein, and acknowledged before me that he executed the same as such Incorporator, in the name of and on behalf of the said Corporation. He is personally known to me or has produced drivers license as identification and did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal this 4 day of January, 2004.


NOTARY PUBLIC

TINA SIKORSKI
Notary Public, State of Florida
My comm. exp. Nov. 30, 2007
Comm. No. DD 270578


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48,091, Florida Statutes, the following is
submitted in compliance with said Act:

First --That THE WOMEN'S REFUGE OF ST. AUGUSTINE, FLORIDA, INC.,
Desiring to organize under the laws of the State of Florida with its registered
office, as indicated in the Articles of Incorporation, in the City of Jacksonville,
County of Duval, State of Florida, has named Edwin O. Clements, located at 129
Lions Gate Drive, St. Augustine, Florida 32080, as its agent to accept service of
Process within this state.

ACCEPTANCE

Having been named to accept service of process for the above-stated
corporation, at the place designated in this Certificate, I hereby accept to act in
this capacity, and agree to comply with the provisions of said Act relative to
keeping open said office.


EDWIN O. CLEMENTS

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2014 JAN 12 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA