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104-22096

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Angels of Mercy Ministries, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Kim Boyle - Guy + Gudim, LLP
Name (Printed or typed)
55 EAST OCEAN BLVD.
Address
STUART, FL 34994
City, State & Zip
(772) 286-7372
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

ANGELS of MERCY MINISTRIES, INC.

A Florida Corporation Not for Profit

The undersigned, all of whom are of full age, hereby voluntarily associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE ONE
Name and Address

1.1 Name. The name of the corporation shall be ANGELS of MERCY MINISTRIES, INC.

1.2 Address. The Principal office of the Corporation shall initially be located at 561 Karrigan Terrace, Port St. Lucie, Florida.

ARTICLE TWO
Purpose

2.1 Purpose. The general purpose for which the Corporation is organized is any lawful purpose not in conflict with Chapter 617, Fla. Statutes, including but in no way limited to, providing aid and assistance to needy women, children and/or families.

2.2 Distribution of Income. The Corporation does not contemplate pecuniary gain or profit to the members and shall make no distribution of income to and no dividend shall be paid to its members, directors, or officers. This however, shall in no way be construed to prevent the Corporation from retaining paid staff positions.

ARTICLE THREE
Powers

3.1 Common Law and Statutory Powers. The Corporation shall have all of the common-law and statutory powers of a corporation not for profit and not in conflict with Chapter 617, Fla. Statutes.

3.2 Specific Powers. As means of and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

- a. to accept, acquire, receive and hold by bequest, devise, grant gift, purchase,

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exchange, lease transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

b. to sell, exchange, convey, mortgage, lease, transfer or otherwise, dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and

c. to borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for properties acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and

d. to invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other securities and property as its Board of Directors shall deem advisable to best promote the purpose of the corporation subject only to the limitations and conditions contained in any bequest, devise, grant or gift; and

e. in general, the corporation shall have the power, alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes;

f. in general, the corporation shall have full power and authority to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

3.3 Assets Held in Trust. All funds and properties acquired by the Corporation and the proceeds thereof shall be held in trust for use by the Corporation in order to allow the Corporation to accomplish its purposes. Upon dissolution or liquidation of the Corporation, any assets remaining shall be distributed to a charitable organization as determined by the then acting trustees.

3.4 Limitation on Exercise of Powers. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of these Articles and the Bylaws of the Association.

ARTICLE FOUR **MEMBERS**

4.1 Members. Any person or entity sympathetic to the purposes of the Corporation shall be eligible for membership in the corporation.

4.2 Change of Membership. Changes in qualifications of the members and the manner of their admission shall be prescribed from time to time by the by-laws and by the board of

of the corporation.

4.3 Voting. The members shall be entitled to one vote as a member of the Corporation on all matters which require voting by members. The manner of exercising voting rights shall be determined by the Bylaws of the Corporation.

4.4 Meetings. All membership meetings shall be held in such locations as deemed appropriate by the Board of Directors.

ARTICLE FIVE DIRECTORS

5.1 Board of Directors. The affairs of the Corporation shall be managed by the Board of Directors consisting of the number of Directors determined by the Bylaws, but in no event less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

5.2 First Board of Directors. The names and residence addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation and the Bylaws shall hold office for the first year of the corporations existence or until their successors are elected and have qualified, or until removed, are as follows:

1. ANNA FAUSTINI
561 SE Karrigan Terrace
Port St. Lucie, Florida 34983

3. LINDA ALLARD
801 S.E. Forgal Street
Port St. Lucie, FL 34983-2737

2. SUSAN O' ROURKE
3023 Quansett Circle
Stuart, Florida, 34996

5.3 Meetings. All directors' meetings shall be held in such locations as deemed appropriate by the Board of Directors.

ARTICLE SIX Officers

6.1 Officers. The affairs of the Corporation shall be administered by a President, Vice President and Secretary-Treasurer or such other officers as may be designated in the Bylaws of the Corporation. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President & Vice President

ANNA FAUSTINI
561 SE Karrigan Terrace
Port St. Lucie, Florida 34983

Secretary & Tresurer
SUSAN O' ROURKE
3023 Quansett Circle
Stuart, Florida, 34996

ARTICLE SEVEN
Indemnification

7.1 Indemnification. Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been an director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE EIGHT
Bylaws

8.1 Bylaws. The Bylaws of the Corporation shall be adopted by a majority vote of the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE NINE
Amendments

9.1 Amendments. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
- (2) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Corporation. Such approvals must be by a majority vote of the Board of Directors. Directors not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting.

ARTICLE TEN

Term

10.1 Term. The term of the Corporation shall be perpetual.

ARTICLE ELEVEN

Subscribers

11.1 Names and Addresses. The names and residence addresses of the subscriber of these Articles of Incorporation are as follows:

ANNA FAUSTINI
561 SE Karrigan Terrace
Port St. Lucie, Florida 34983

ARTICLE TWELVE

Registered Agent

12.1 Registered Agent. The street address of the Corporation initial registered office and the name of its initial Registered Agent at such address is as follows:

ANNA FAUSTINI
561 SE Karrigan Terrace
Port St. Lucie, Florida 34983

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ANGELS of MERCY MINISTRIES, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 3rd day of June, 2004.


ANNA FAUSTINI

IN WITNESS WHEREOF, the subscribers have hereto affixed their signature on this 3rd day of June, 2004.

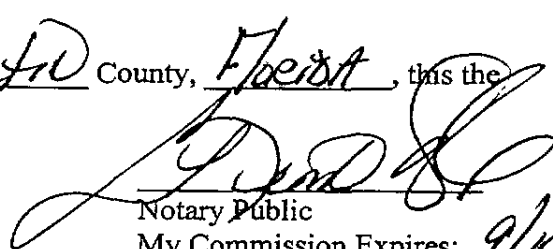

ANNA FAUSTINI, President/Vice President

STATE OF Florida
COUNTY OF Martin

I HEREBY CERTIFY that on the 3 day of JUNE, ~~1999~~ 2004 before me, officers duly authorized and acting, personally appeared ANNA FAUSTINI to me well known to be the persons described in and who executed the foregoing Articles of Incorporation of ANGELS of MERCY MINISTRIES, INC., and they acknowledged then and there before me that they executed said instrument.

WITNESS my hand and official seal at Martin County, Florida, this the 3 day of June, 2004.

(Notary Seal)


Notary Public
My Commission Expires: 9/16/04

