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TALLAHASSEE, FLORIDA

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**CAPT. J. MICHAEL SHEA, JD  
ATTORNEY AT LAW**

**6301 BAYSHORE BLVD.  
TAMPA, FLORIDA 33611  
FAX 813 831 8990  
CELL 813 310 8057**

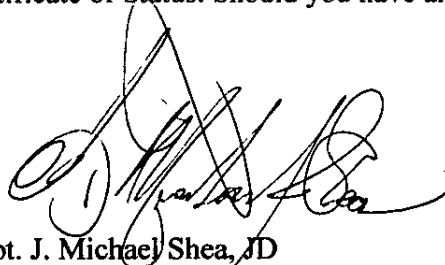
April 14, 2007

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

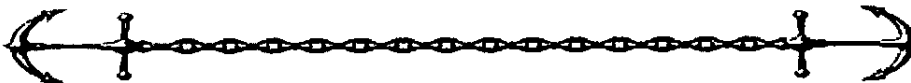
**SUBJECT: St. Michael's Legal Center for Woman and Children, Inc.**  
In Compliance with Chapter 617, F.S., (Not for Profit)

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for

\$78.75 representing for Filing Fee & Certificate of Status. Should you have any questions please call me right away at the above number.



Capt. J. Michael Shea, JD  
6301 Bayshore Blvd.  
Tampa, FL 22611  
813.839.1016  
Cell 813.310.8057  
Fax 813.831.8990  
mike@jmichaelshea.com



**ARTICLES OF INCORPORATION**  
**St. Michael's Legal Center for Woman and Children, Inc.**  
In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be:

**St. Michael's Legal Center for Woman and Children, Inc.**

**ARTICLE I PRINCIPAL OFFICE**

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

6301 Bayshore Blvd,  
Tampa, Florida 33611

**ARTICLE I PURPOSE**

The purpose for which the corporation is organized is:

- (1) The main purpose of this corporation shall be to provide legal assistance to woman and children based on their ability to pay for such services. The corporation is interested in helping woman and children ( and men if the case be such) collect child support from there fathers (or mothers, if the case be such).
- (2) to have succession by its corporate name for the period set forth in its articles of incorporation;
- (3) to sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
- (4) to adopt, use, and alter a common corporate seal but the seal must contain the words "corporation not for profit";
- (5) to elect or appoint any officers and agents as its affairs require and to provide them a reasonable compensation;
- (6) to adopt, amend and repeal bylaws for the administration of the affairs of the corporation;
- (7) to increase the number of its directors to a number not less than three;
- (8) to make contracts and incur liabilities, borrow money, issue notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property franchises, or income;
- (9) to conduct its affairs, carry on its operations, have offices and exercise its powers in any state or in any foreign country;
- (10) to purchase or otherwise acquire real or personal property;
- (11) to acquire and dispose of patents, copyrights, trademarks, and licenses;
- (12) to sell or otherwise dispose of all or any part of its property and assets;
- (13) to acquire or dispose of shares and other interests in other corporations;
- (14) to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested;
- (15) to make donations for the public welfare or for charitable purposes;
- (16) have and exercise all powers necessary to effect corporate purposes; and
- (17) to merge with other corporations or other business entities, both for profit and not for profit, domestic and foreign, if the surviving corporation or other surviving business entity is a corporation not for profit or other business entity that has been organized as a not-for-profit entity under a governing statute or other applicable law that permits such a merger.
- (18) The corporation is organized exclusively for charitable and educational purposes which shall include: relief of the poor and distressed or of the underprivileged; advancement of education; lessening

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of the burdens of government; and promotion of social welfare through activities designed to accomplish these purposes, or a lessening of neighborhood tensions; the elimination of prejudice and discrimination, the defense of human and civil rights secured by law, and the elimination of community deterioration and juvenile delinquency. These exclusive charitable and educational purposes shall also include the education of the public with respect to them.

- (19) The corporation shall have the power either directly or indirectly, either alone or in conjunction with others, to engage in any or all lawful activities in pursuit of its purposes, including the commencement and prosecution of litigation or intervention in litigation as necessary, useful, suitable, or desirable in furthering the attainment of any or all of the corporation's purposes. In addition, the corporation may initiate, administer, study, evaluate, research, recommend, publish and disseminate such projects, programs and information as shall be in furtherance of its purposes.
- (20) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other 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 its purposes as set forth in paragraph (1) above. 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, the corporation 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 1954 (or the corresponding provision of any future United States Internal Revenue law); or (b) corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).
- (21) The corporation may receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations set forth below, to use and apply the whole or any part of the income from the fund and the principal of the fund exclusively for charitable or educational purposes either directly or indirectly.
- (22) To that end, to take and hold, by bequest, devise, gift, purchase or lease for such objects and purposes or any of them, any property, real, personal, or mixed without limitation as to amount or value, except such limitations, if any, as may be imposed by law; to hold, lease, sell, convey, exchange, mortgage and otherwise dispose of any of the property and to invest and reinvest the proceeds of the property, and to deal with and expend the income and principal of the corporation in such a manner as in the judgment of the directors will best promote its purposes; to receive any property, real, personal or mixed under the terms of any grant, will, or gift, for the above purposes or any of them (but for no other purposes) and to carry out the directions and exercise the powers contained in the instrument under which the property is received, including the expenditure of the principal as well as the income for one or more of the purposes; to borrow money or pledge credit for the purchase or improvement of properties or otherwise, if, in the judgment of the board of directors the action will best serve the purposes of the corporation and will not result in an unreasonable accumulation of its earnings; to enter into, make, perform and carry out contracts of every kind with any person, firm, association or corporation, including its directors and donors, but not to engage in any "prohibited transaction" as defined at the time in Section 503(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law); and, in general, to exercise any, all and every power which a nonprofit corporation organized under the laws of the State of [state] can be authorized to exercise, but not any other power.
- (23) Upon the dissolution of the corporation, the board of directors shall, after making provision for the

payment of all of the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation, in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), as the board of directors shall determine. Any of the assets not so disposed of shall be disposed of by the court of competent jurisdiction 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 the court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

The initial Director of the corporation shall be J. Michael Shea, JD.  
Additional Directors may be added by the initial Director.

#### **ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

List name(s), address(es) and specific title(s):

J. Michael Shea, JD – Director (board of Directors) and Executive Director  
6301 Bayshore Blvd.  
Tampa, Florida 33611

#### **ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

J. Michael Shea, JD  
6301 Bayshore Blvd.  
Tampa, Florida 33611

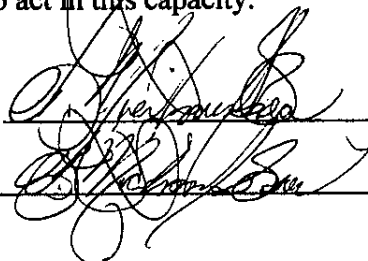
#### **ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

J. Michael Shea, JD  
6301 Bayshore Blvd.  
Tampa, Florida 33611

Having been named as registered agent to accept service of process for the above state corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

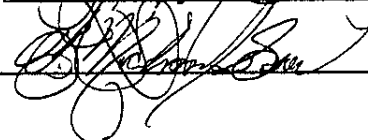
Signature/Registered Agent



Date

4/14/07

Signature/Incorporator



Date

4/14/07