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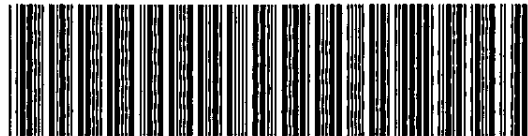
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*11/19/14*

**COVER LETTER**

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

**SUBJECT:** Shepherd's Hands of the Suwannee Valley, 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:** The Rev. George L. Hinchliffe  
Name (Printed or typed)

P.O. Box 1238 (1391 S.W. 11th Street)  
Address

Live Oak, FL 32064  
City, State & Zip

(386) 362- 1837  
Daytime Telephone number

geohinchliffe@gmail.com  
E-mail address: (to be used for future annual report notification)

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

# Articles of Incorporation

In Compliance with Chapter 617, F.S., (Not for Profit), and for the purposes of forming a Florida not-for-profit corporation, the undersigned hereby adopt the following Articles of Incorporation

## Article I Name

The name of the corporation shall be: Shepherd's Hands of the Suwannee Valley, Inc. For convenience, Shepherd's Hands of the Suwannee Valley, Inc. may be referred to herein as the "Corporation." The Corporation may register the name "Shepherd's Hands of the Suwannee Valley, Inc." or similar term as a fictitious name.

## Article II Term

The Corporation shall have perpetual existence.

## Article III Principal Office and Mailing Address

The principal street address is 1391 S.W. 11<sup>th</sup> Street, Live Oak, FL 32064

The principal mailing address P.O. Box 1238, Live Oak, FL 32064

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## Article IV Purpose

The purpose for which the Corporation is organized is exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for any other purpose for which such organizations may lawfully engage. Unless otherwise indicated, as used in this Article IV and hereinafter, all references to the "Internal Revenue Code" or "Code" are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

The general nature and purposes of the Corporation shall be to:

- (a) To fulfill the Great Commandment through various ministries as the Board of Directors of this Corporation shall from time to time prescribe, by providing food, clothing, and health care, as well as prayer, counseling, and other spiritual assistance and outreach, to those in need, principally within North Central Florida, or upon such other conditions and within such territorial area or limits as the Board of Directors may from time to time establish;
- (b) To recruit and train volunteers having an interest in the purposes of the Corporation and who profess faith in the Lord Jesus Christ and belief in the Word of God as expressed in the scriptures; and

- (c) To take, accept, and receive donations and grants in furtherance of the foregoing.

#### **Article V Powers**

The Corporation shall have all the powers now provided or which may hereafter be provided for not-for-profit corporations under the laws of Florida and is empowered to do all acts and things as from time to time may be necessary or expedient in order to accomplish its general purposes. Included in these powers, without limitation, are the powers to:

- (a) Receive and maintain a fund or funds of real or personal property, or both, and at the discretion of the Board of Directors (other than funds and other property that is restricted by the terms of a gift) and further subject to restrictions and limitations set forth in these Articles of Incorporation, to use and apply, in whole or in part, any of the principle thereof and income therefrom exclusively for charitable purposes in furtherance of the general purposes of the Corporation, including, without limitation:
- (i) Requesting, receiving, investing, granting, and expending gifts and bequests of funds and property, taking and holding such gifts and bequests either absolutely or in trust, subject only to any conditions imposed by law or by the terms of the gift; provided however, that the Corporation shall not lend any of its assets to any director or officer of the corporation, or guarantee to any person the payment of a loan by a director or officer of the Corporation;
  - (ii) Buying, selling, leasing, conveying, and disposing of its property and investing or reinvesting the proceeds therefrom;
  - (iii) Borrowing sums of money in order to accomplish the general purposes of the Corporation, subject to the approval of the terms and conditions of such borrowing by the Board of Directors of the corporation as provided in the bylaws, and further subject to the limitation that no trust assets held by the Corporation may be pledged or committed in a manner that would violate the terms of the trust instrument, if any, under which such assets are held;
  - (iv) Retaining or disbursing and distributing property and funds in furtherance of the general purposes of the Corporation and the specific directions, if any, of donors with regard to property donated by them, except where such directions would impair the classification of the corporation as an exempt non-profit organization under the laws of the United States of America or the State of Florida; and

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TALLAHASSEE, FLORIDA

- (v) In general, executing such other powers which are now or hereafter may be conferred by law on a corporation organized for the purposes hereinabove set forth, or necessary and incidental to the furtherance of the general purposes of the Corporation, subject only to such limitations as are or may be prescribed by law.
- (b) Employ and pay, and suffer to work, such agents, employees, servants, and other persons, both technical and lay, as shall be necessary to accomplish the above purposes; to acquire by purchase, gifts, donations, and endowments, and hold real and personal property and to apply the same and its increment to the purposes hereof;
- (c) Sell, assign, transfer, convey, mortgage, pledge, lease, and otherwise encumber property of the Corporation; to borrow money and execute its promissory note or notes to evidence the same, and to secure the repayment of such loans by pledge or mortgage;
- (d) Encumber its property in the manner and manners set forth above;
- (e) To subscribe for, purchase, receive, own, hold for investment or otherwise, sell dispose of and make advances upon stocks, shares, bonds, securities and obligations of other corporations, partnerships and associations whatsoever, wherever located, or organized, and while the owner or holder of any such stocks, bonds, or obligations, to exercise all the rights, powers and privileges of ownership thereof, and to exercise all or any voting powers thereof; and
- (f) To do any and all things which corporations not-for-profit are authorized to do under the laws of the State of Florida; provided, however, that the corporation shall not carry on activities not permitted to be carried on:
  - (i) By a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code; or
  - (ii) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **Article VI Capital Stock**

The Corporation shall not have, nor is it authorized to issue, capital stock.

#### **Article VII Members**

The sole member of the Corporation shall be St. Luke's Episcopal Church, a church of the Episcopal Diocese of Florida and, as such a 501(c)(3) tax exempt entity, which member shall

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## **Article VIII Board of Directors**

## **Article IX Officers**

## **Article X Amendments to Articles of Incorporation**

## **Article XI Bylaws**

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The bylaws shall be adopted by the members, and may be altered, amended, or rescinded by the members in the manner provided for by law.

#### **Article XII Earnings**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation to any person or organization for services rendered, to reimburse directors and officers of the Corporation for expenses incurred by them in the performance of their duties, and to pay salary supplements and expense allowances to officers and employees of the Corporation and to otherwise make payments and distributions in furtherance of the purposes hereinbefore set forth in Article IV.

#### **Article XIII Dissolution**

No member of the Corporation shall have any ownership or propriety interest in the capital, surplus, assets, or property of the Corporation. In the event of liquidation, dissolution, of winding up, whether by voluntary act, bankruptcy or other judicial proceeding, all capital, surplus, property, assets, and funds of the Corporation remaining after paying all its debts and legal obligations shall be disposed of exclusively for the purposes of the Corporation in such manner, or conveyed, transferred, and paid over to St. Luke's Episcopal Church, or successor church, or, if such church shall no longer exist, then to the Episcopal Diocese of Florida. Any such assets not so disposed of shall be disposed of by the Circuit court for Suwannee County, Florida, or, if the principle office of the Corporation is not located in Suwannee County, Florida, then by a court of competent jurisdiction in which the principle office of the Corporation is then located, in the exercise of the Court's equity jurisdiction over charitable trusts, preference being given, so far as practicable and permissible, to a tax exempt organization that meets, to the extent practicable, the purposes set forth in Article IV. None of the assets of the Corporation shall be distributed to any director, or officer, or any member of the Corporation, or any other person or organization not described in the foregoing sentence.

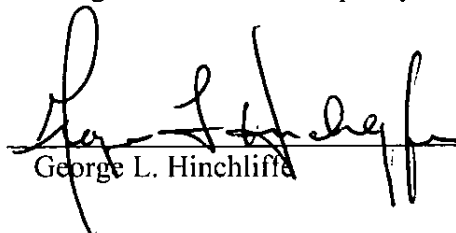
IN WITNESS WHEREOF, in accordance with

#### **Article XIV Initial Registered Agent and Street Address**

The name and Florida street address of the registered agent is The Rev. George L. Hinchliffe, 1391 S.W. 11<sup>th</sup> Street, Live Oak, Florida, 32064.

Having been named as registered agent to accept service of process for the above stated 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 of Registered Agent

  
George L. Hinchliffe

Date

11/12/14


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**Article IX Incorporator**

The name and address of the Incorporator is: The Rev. Donald L. Woodrum, 1391 S.W. 11<sup>th</sup> Street, Live Oak, Florida, 32064.

IN WITNESS WHEREOF, I the incorporator submitting these Articles of Incorporation, do affirm that the facts stated herein are true and that I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided in s.817.155, F.S. I understand the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> in the calendar year following the formation of the corporation and every year thereafter to maintain "active" status.

Signature of Incorporator

  
Donald L. Woodrum

Date 11-12-14.

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