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**Buchanan Ingersoll**  
PROFESSIONAL CORPORATION

Attorneys

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February 21, 1996

VIA OVERNIGHT DELIVERY

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

100001722161  
-02/23/96--01020--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation of Good Shepherd Corporation of Orlando, Inc.

Dear Sir/Madam:

Enclosed please find originally executed Articles of Incorporation to be filed of record relative to the Florida not for profit corporation to be known as Good Shepherd Corporation of Orlando, Inc. Also enclosed is a check in the amount of \$70.00 to cover the filing fees for filing the Articles and designating the registered agent.

As you will note, I have enclosed an extra copy of the Articles of Incorporation that I request that you date and time stamp and return to this office in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,

*Dale S. Webber*

Dale S. Webber

Enclosure  
DSW/taj

AL FEB 26 1995

FILED  
96 FEB 22 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
GOOD SHEPHERD CORPORATION OF ORLANDO, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 617.0202 of the Florida Statutes, the Incorporator of Good Shepherd Corporation of Orlando, Inc. (the "Corporation") had adopted the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation shall be Good Shepherd Corporation of Orlando, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation shall be located at 597-9 Bablonica Dr, Orlando, Florida 32807.

ARTICLE III

Mailing Address

The mailing address of the Corporation shall be at 597-9 Bablonica Dr. , Orlando, Florida 32807.

ARTICLE IV

Purpose

The Corporation is organized and shall be operating exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The further purposes of the Corporation are as follows:

- (a) To provide counseling, diagnostic, rehabilitation, treatment and other social and educational services to children, adolescents, adults, and their families;
- (b) To accept and receive by gift, devise, bequest, endowment, grant or otherwise real and personal property of every kind and to make grants and gifts of such property as consistent with the Articles of Incorporation and Bylaws of this Corporation; and
- (c) To promote and support by gift, grant or services, all charitable activities of such organizations qualifying as exempt under Section 501(c)(3) of the Code, which are affiliated with the public charitable works of the Sisters of the Good Shepherd.
- (d) To accomplish these purposes the Corporation shall have all powers granted to a corporation by law, including, but not limited to, the following:
  - (i) To purchase, receive, acquire, own, use, lease, mortgage, sell, transfer, maintain and/or otherwise dispose of real and personal property of every nature and description and to direct the whole or any part of the appreciation or income therefrom and the principal thereof exclusively in furtherance of the purposes of this Corporation or to contribute same, directly or indirectly, to organizations qualifying as exempt organizations under Section 501(c)(3) of the Code;
  - (ii) To carry out charitable and educational activities, within or without the State of Florida, as shall be appropriate for a not-for-

profit corporation, as determined by the Members and the Board of Directors; and

- (iii) To do any and all things suitable and proper for the accomplishment of the purposes and objects hereinabove set forth, either alone or in cooperation or association with other corporations, organizations or individuals, provided however, that any and all of such activities shall qualify as exempt activities pursuant to Section 501(c)(3) of the Code.

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. This Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, Officer or other private person; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make such lawful payments and distributions in furtherance of the purposes set forth in the Corporation's Articles of Incorporation, as amended, as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

## ARTICLE V

### Powers

Except as limited by these Articles of Incorporation or in the Corporation's Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are

now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

## ARTICLE VI

### Membership

Qualification for membership shall be as set forth in the Bylaws.

## ARTICLE VII

### Election of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The number of Directors of the Corporation shall be as set forth in the Corporation's Bylaws.

Section 3. The Directors shall be elected, removed, and hold office as provided in the Bylaws.

## ARTICLE VIII

### Registered Office and Agent

Section 1. The street address of the registered office of the Corporation shall be 101 East Kennedy Blvd., Suite 1030, Tampa, Florida 33602.

Section 2. The name of the registered agent of the Corporation shall be Dale S. Webber, Esquire.

## ARTICLE IX

### Incorporator

Section 1. The name of the Incorporator of the Corporation is Sister Mary Brigid Lawlor, R.G.S.

Section 2. The street address of the Incorporator of the Corporation is 504 Hexton Hill Road, Silver Spring, Maryland 20904.

## ARTICLE X

### Dissolution

Upon the dissolution or liquidation of the Corporation, whether such be de jure or de facto, in whole or in part, the Corporation's Members shall adopt a resolution containing a plan of distribution. Such plan of distribution shall be adopted upon receiving at least a majority of the votes of which the Members present at such meeting or represented by proxy are entitled to cast. The plan shall provide that all assets of the Corporation not disposed of in discharging the Corporation's liabilities or otherwise distributed in accordance with applicable legal requirements, shall be distributed to one or more public charitable organizations designated by the members, provide that such organization or organizations qualifies or qualify, as exempt organization(s) pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on behalf of the Corporation, this 14 day of February, 1996.

Sister Mary Brigid Lawlor R.G.S.  
Sister Mary Brigid Lawlor, R.G.S.  
Incorporator

ACCEPTANCE BY REGISTERED AGENT

I, Dale S. Webber, hereby agree to act as the Registered Agent for Good Shepherd Corporation of Orlando, Inc., as stated in the foregoing Articles of Incorporation of the Corporation. I certify that I am familiar with and accept the obligations of the position of Registered Agent of the Corporation.



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Dale S. Webber  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA