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FRAZIER, HOTTE & ASSOCIATES, P.A.

ATTORNEYS AT LAW

ROBERT W. FRAZIER, Jr., Esq.
JOHN F. HOTTE, Esq.

Of Counsel:
Mr. DANIEL HOTTE, L.L.
Admitted to practice
only in the Province
of Quebec, Canada

March 14, 1996

Secretary of State
State of Florida
Division of Corporation
The Capitol
Tallahassee, Florida 32302

IN RE: THE SHEPHERD'S WAY, INC.

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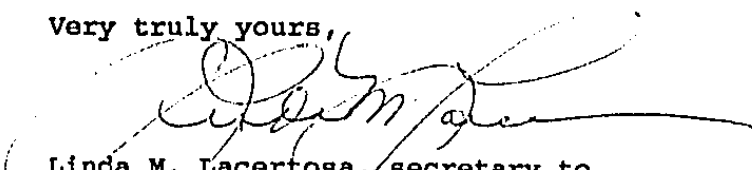
Gentlemen:

Enclosed herewith please find duplicate original Articles of Incorporation for THE SHEPHERD'S WAY, INC., together with our check in the amount of \$122.50 as and for your filing fee.

Please return a certified copy of the Articles, after filing, to the undersigned.

Of course, if you have any questions, kindly contact me.

Very truly yours,


Linda M. Lacertosa, secretary to
ROBERT W. FRAZIER, JR., ESQ.

lrl:encl.

FILED
96 MAR 18 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAS
3/25/96

ARTICLES OF INCORPORATION

OF

THE SHEPHERD'S WAY, INC.

FILED

96 MAR 18 AM 9:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, with all other persons being desirous of forming a corporation not-for-profit under Chapter 617 of the laws of the State of Florida, does agree as follows:

ARTICLE I. NAME

The name of the corporation shall be:

THE SHEPHERD'S WAY, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation is to exist perpetually and shall be effective upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III. PURPOSE

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of IRC 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provisions of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under IRC 501(c)(3) or the corresponding provision of any further United States Internal Revenue Law.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located exclusively for such purpose.

ARTICLE IV. QUALIFICATION OF MEMBERS

The membership of this corporation shall constitute all persons named as subscribers, directors, and such other persons who ask to become members or who volunteer services or make a contribution, or as regulated by and stated within the By-Laws of this corporation.

ARTICLE V. SUBSCRIBERS

The name and residence of the sole subscriber to these Articles of Incorporation is:

Fred Scarbrough
2186 North East 59th Court
Fort Lauderdale, Florida 33308

ARTICLE VI. BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have up to nine directors initially. The number of directors may be increased or decreased from time to time, by the By-Laws but shall never be less than three. The Board of Directors shall be members of the corporation. Members of the Board of Directors shall be elected

and hold office in accordance with the By-Laws. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

Name:	Address:
Rev. Dick Willis	4845 NE 25 Avenue Fort Laud., Fl. 33308
Diane Griffin	6521 NE 29th Way Fort Lauderdale, Fl. 33308
Richard Longstreth	4020 Galt Ocean Dr. Suite 807 Fort Lauderdale, Fl. 33308
Fred Scarbrough	5050 N. St. Road 7 Fort Lauderdale, Fl. 33319
Gregg Wallick	951 S. Andrews Ave. Pompano Beach, Fl. 33069

ARTICLE VII. BY-LAWS

The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time.

Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE VIII. AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the Board of Directors by a majority vote of those present.

Amendments may also be made at a regular meeting of the Board of Directors upon notice given, as provided by the By-Laws, of intention to submit such amendments.

ARTICLE IX. INITIAL PRINCIPAL & REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation and the name of the initial registered agent of this corporation at such address is:

Fred Scarbrough
5050 North State Road 7
Fort Lauderdale, Florida 33319

ARTICLE X. PRIVATE PROPERTY EXEMPT

The private property of the members of this corporation and the directors of this corporation shall be forever exempt from corporate debts and obligations of any kind whatsoever.

ARTICLE XI. NON-PROFIT STATUS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 the purposes of the corporation. 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 or public office. Notwithstanding any other provision of these

articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the IRC or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the IRC, or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE XII. POWERS

To the end that the foregoing purposes and other related charitable purposes and objects may be carried out, performed and accomplished, and to obtain funds or income for said charitable purposes, this corporation shall have power to:

Section 1: Acquire, either by gift, grant, purchase, devise or bequest, and to hold, own, manage, sell, grant, convey, mortgage, pledge or otherwise encumber, lease, improve and dispose of real, personal or mixed property wheresoever situated; to operate said properties, or any part thereof or any business it may acquire in any location, in the name of the corporation or in any other manner, and for its benefit and in its behalf, through such persons or agent as it may determine or select from time to time by a majority action of the directors; to receive donations, gifts and endowments, and to administer the same; all such real, personal and mixed property to acquired or received by gift, grant, purchase, devise, bequest, or donation shall be used and employed, however, for educational, religious, charitable, social and benevolent purposes and not for pecuniary profit of the members.

Section 2: Formulate and adopt By-Laws and alter and rescind the same provided, however, that said By-Laws shall be agreeable to within and not beyond or contrary to the powers herein granted, or to any laws of the United States or to the State of Florida.

Section 3: And in general, to possess and exercise all the rights privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the Laws of the State of Florida.

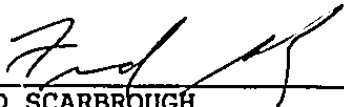
ARTICLE XIII. MEETINGS

Section 1: The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the By-Laws.

Section 2: The corporation may provide in its By-Laws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

Section 3: The percentage of the members necessary to constitute a quorum for the holding of any meetings shall be determined in the By-Laws.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 7 day of March, 1996.



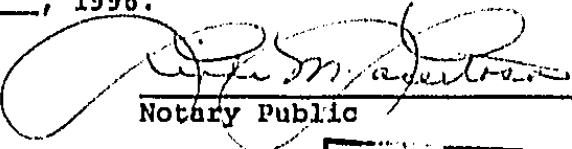
FRED SCARBROUGH

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me in the City and County aforesaid by FRED SCARBROUGH, who is personally known to me or who has produced _____

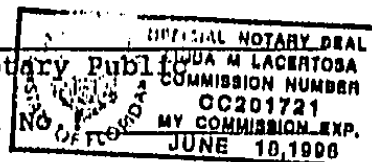
as-identification-and-who did (did not) take an oath, this 7
day of March, 1996.

My Commission Expires:


Notary Public

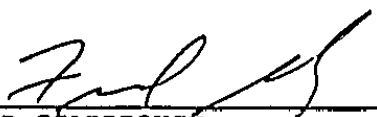
Name of Notary Public

Commission No.



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

I, FRED SCARBROUGH, having a place of business at 5050
North State Road 7, Fort Lauderdale, Florida 33069 and having been
designated as the Registered Agent in the above and foregoing
Articles of Incorporation, am familiar with and accept the
obligations of the position of Registered Agent under Florida
Statutes.


FRED SCARBROUGH

FILED
96 MAR 18 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

corporat\artnfp.frm