

N96000002131
LIEBER, LIEBER & TARANTINE, P.C.

in Association with
OBERMAYER REBMANN MAXWELL & HIPPEL LLP
Philadelphia and Harrisburg, Pennsylvania
New Jersey and Delaware

USX Tower, Suite 4440
Pittsburgh, PA 15219

(412) 566-1500
Fax (412) 566-1508

January 29, 1997

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

300002076013--5
-02/03/97--01053--013
*****35.00 *****35.00

In re: FLORIDA WINGS FOR CHILDREN, INC.

diso

Gentlemen:

Enclosed herein please find an original and one copy of the Articles of Dissolution of Florida Nonprofit Corporation for the above-captioned corporation. Please date stamp the copy of the Articles of Dissolution and return them to us in the self-addressed, stamped envelope provided herein. Also enclosed is a check in the amount of \$35.00 representing the filing fee.

Thank you for your attention to this matter.

File #	2	7	97
Agency	DOH		
Division	DOH		
Section	DOH		
Unit	DOH		
Officer	DOH		
PKL:clv	DOH		
Acknowledgment	DOH		
Enclosures	DOH		
cc:	Mr. Mark Holewinski		

Very truly yours,
Penina Kessler Lieber
Penina Kessler Lieber
for LIEBER, LIEBER & TARANTINE

W.P. Verifier
Acknowledgment
Unit
Section
Division
Agency
File #

FILED
97 FEB -3 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 FEB -3 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF FLORIDA NONPROFIT CORPORATION

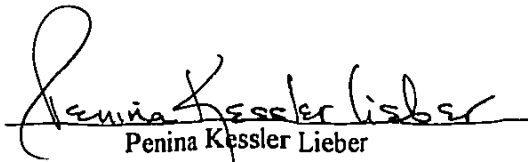
Pursuant to Section 617.1401 of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following Articles of Dissolution of Corporation Prior to Conducting Its Affairs are filed on behalf of **Florida Wings for Children, Inc.**, a Florida nonprofit corporation.

1. The name of the corporation is Florida Wings for Children, Inc.
2. The corporation's Articles of Incorporation were filed with the Florida Department of State on April 17, 1996.
3. The corporation has not commenced to conduct its affairs.
4. No debts of the corporation remain unpaid.
5. These Articles of Dissolution are authorized by the Incorporator as follows:

Penina Kessler Lieber, Esquire
USX Tower, Suite 4440
600 Grant Street
Pittsburgh, PA 15219

6. The Articles of Dissolution shall become effective as of the date of filing.

IN TESTIMONY WHEREOF, the Incorporator has signed these Articles of Dissolution on this 29th day of January, 1997.


Penina Kessler Lieber

PEACE PROGRESSIVE PRIMITIVE BAPTIST CHURCH, INC.

2628 EAST LAKE AVE.
TAMPA, FLORIDA 33610

JANUARY 14, 1997

FLORIDA DEPARTMENT OF STATE
CORPORATE RECORDS
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

DEAR SIR/MADAM:

Enclosed please find the original and a copy of the Amendment of Articles of Incorporation for PEACE PROGRESSIVE PRIMITIVE BAPTIST CHURCH, INC.

Also find a check payable to the Secretary of State in the amount of \$65.00 which includes filing fees and certified copy.

Sincerely,

PEACE PROGRESSIVE PRIMITIVE BAPTIST CHURCH, INC.

Elder, Willie Lee Gibson
Chairman of the Board of Directors

RECEIVED
97 JAN 21 AM 8:24
DIVISION OF CORPORATIONS

*1070, 564, 1040, 1075, 6724



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 28, 1997

Elder Willie Lee Gibson
% PEACH PROGRESSIVE PRIMITIVE BAPTIST
2628 East Lake Avenue
Tampa, FL 33610

SUBJECT: PEACE PROGRESSIVE PRIMITIVE BAPTIST CHURCH, INC.
Ref. Number: N96000002178

We have received your document for PEACE PROGRESSIVE PRIMITIVE BAPTIST CHURCH, INC.. However, the document has not been filed and is being returned for the following:

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 497A00004343

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 10 PM 4:23

PEACE PROGRESSIVE PRIMITIVE BAPTIST CHURCH, INC.

A special meeting of the directors of Peace Progressive Primitive Baptist Church, Inc., was held at the hour of 2:00 PM, on the day of January 13, 1997, at the office of the corporation located at Tampa, Florida.

The president and the secretary of the corporation, acted respectively, as chairperson and the secretary of the meeting.

The chairperson called the meeting to order and the secretary called the roll of all the directors entitled to vote.

Those present were the following constituting all of the directors of the corporation entitled to vote:

Elder, Willie Lee Gibson
Deacon, Jimmie Percell Baker
Sister, Kathy Davis
Sister, Janice Faye Lafond

There being present at the meeting of directors of record which have voting power, the chairperson declared that a quorum was present and that the meeting was duly opened for business.

NOW THEREFORE, pursuant to the provisions of section 607.1006, the Florida Statutes, the undersigned corporation adopts the following Articles of Incorporation:

To Amend Adopted:

FIRST:

ARTICLE III PURPOSES

To change the purpose for which the corporation is organized for exclusively for charitable, religious, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (s) of the Internal Revenue code, or corresponding Section of any future Federal Tax cod.

SECOND:

ARTICLE VIII UPON DISSOLUTION

To add an Article for upon Dissolution of the Corporation, if it, occurred, the assets shall distributed for one or more exempt purposes within the meaning of Section 501 (c) (s) of the Internal

Revenue Code or corresponding Section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to the State of Florida or the Hillsborough County for a Public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is then located, exclusively for such purpose or to such organization or organizations, as operated exclusively for such purposes.

THIRD:

ARTICLE IX COMPENSATION

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or others private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue code, corresponding section of any future Federal Tax code, or (b) section 170(C)(2) of the Internal Revenue code, or corresponding section of any future federal tax code.

The members are not entitled to vote on the Amendments, but the Board of Directors. The Board of Directors voted unanimously on January 14, 1997.

IN WITNESS WHEREOF, we the undersigned have executed these Articles of Amendment on January 14, 1997.

Elder Willie Lee Gibson

BY: Elder, Willie Lee Gibson
Chairman of Board of Directors

Attest:

Sister Janice Faye Lafond

BY: Sister, Janice Faye Lafond
Secretary of the Board of Directors

MINUTES OF THE SPECIAL MEETING OF DIRECTORS

OF

PEACE PROGRESSIVE PRIMITIVE BAPTIST CHURCH, INC.

The special meeting of directors of the corporation was held at TAMPA, FLORIDA
on JANUARY 13, 1997 at 4:00 P.M.

The following directors were present:

ELDER, WILLIE LEE GIBSON

DEACON, JIMMIE PERCELL BAKER

SISTER, KATHY DAVIS

SISTER, JANICE FAYE LAFOND

being all the directors of the corporation and a quorum.

ELDER, WILLIE LEE GIBSON

was elected chairman of
was elected

the meeting and SISTER, JANICE FAYE LAFOND
secretary of the meeting.

The secretary then presented and read a waiver of notice of the meeting, subscribed by all the directors of the corporation, and it was ordered that it be appended to the minutes of the meeting.

The chairman then stated that the meeting was called for the purpose of

We agree that the majority of our Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, the salaried individuals cannot vote on their own compensation and that compensation decisions will be made by the Board.

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting adjourned.

Dated January 13, 1997

Elder Willie Lee Gibson
chairman

Janice Faye Lafond
secretary

ATTEST:

Jimmie Percell Baker
DIRECTOR

Sister Kathy Davis
DIRECTOR