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Certified Circuit Court Mediator

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

RE: Good Shepherd Care, Inc.

DATE: May 23, 1996

MEMORANDUM

Enclosed find original and copy of Articles of Corporation
along with filing fee of \$122.50 as referenced above.

Bonnie D. Trujillo
Secretary to Mr. Maguire

BDT/tm

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FILED
96 MAY 28 AM 9 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/3/96

ARTICLES OF INCORPORATION
OF
GOOD SHEPHERD CARE, INC.

FILED
96 MAY 28 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, acknowledge and file in the Office of the Secretary of the State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, these Articles of Incorporation as by law provided.

I. NAME

The name of the Corporation, hereinafter called the "Corporation", shall be GOOD SHEPHERD CARE, INC. The location of the initial principal office is unknown. The mailing address of the corporation shall be 10460 Roosevelt Blvd., #174, St. Petersburg, FL 33716-3818.

II. PURPOSE AND POWERS

A. Purposes. The purposes for which the Corporation is formed are as follows:

1. To provide Christian love, faith and hope, as well as clothing and other services to women in need.

3. To lease, acquire, either by deed, gift or purchase, any real estate or personal property to be held in trust for the benefit of the Corporation and its stated purposes.

4. To mortgage, sell, or otherwise encumber any such property when such action is deemed to be in the best interests of the Corporation.

B. Powers. To accomplish the foregoing purposes the Corporation shall have all corporate powers permitted under Florida law, including the capacity to contract, bring suit and be sued. No part of the income of the Corporation shall be distributed to

the members, directors and officers of the corporation (except that reasonable compensation may be paid for services rendered to or for the corporation).

C. The Corporation is specifically precluded from engaging in any prohibited activities as defined in Section 617.0105, Florida Statutes.

D. The Corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members shall be as regulated in the bylaws.

III. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this Corporation is 308 North Belcher Rd. Clearwater, FL 34625 and the name of the initial registered agent of this Corporation at that address is Patrick T. Maguire, Esquire.

IV. TERM OF EXISTENCE

This Corporation shall exist perpetually, unless terminated by due process of law.

V. SUBSCRIBER(S)

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

Sondra G. Woodard

1080 16th Avenue S.W.
Largo, FL 34640

VI. BOARD OF DIRECTORS

A. The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) persons. Any action required or permitted to be taken by the Board of Directors including their election or appointment shall be as set forth in the Bylaws of this Corporation.

B. The names and addresses of the persons to serve as the initial directors are as follows:

Rev. Jerry F. Brown

Lighthouse Baptist Church
307 ABC Road
Lake Wales, FL 33853

Rev. Ned E. Durrance

2100 5th Avenue N.
St. Petersburg, FL 33713

Peter J. Girard

312 Country Club Dr.
Oldsmar, FL 34677

Donald H. Glassman

8067 Merrimoor Blvd.
Largo, FL 34647

Sondra G. Woodard

1080 16th Ave. S.W.
Largo, FL 34640

VII. OFFICERS

The names and address(s) of the officers of this corporation shall be set forth in the bylaws.

VIII. ADMISSION TO MEMBERSHIP

Membership qualification and admission shall be determined in accordance with the Bylaws of the Corporation.

IX. BYLAWS

The Bylaws of the Corporation may be made, altered, amended, or rescinded in the following manner:

By a vote of a majority of the members of the Board of Directors at a meeting called for such purpose.

X. AMENDMENTS

Amendments to the Articles of Incorporation may be proposed and adopted in the following manner:

Such may be proposed and considered at any regular meeting of the Board of Directors but may not be adopted until the next regular meeting of the Board of Directors and then only by unanimous vote.

XI. DISSOLUTION AND LIMITATION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by IRC Section 501(h)] and not participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

Notwithstanding any other provision of these Articles, this

Corporation will 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 corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

The undersigned subscriber has executed these Articles of Incorporation this 14th day of May, 1996.


SONDRA G. WOODARD

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - that GOOD SHEPHERD CARE, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named PATRICK T. MAGUIRE, ESQUIRE located at 308 North Belcher Rd., Clearwater, FL 34625, County of Pinellas, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (Must be signed by designated agent)

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

PATRICK T. MAGUIRE, ESQUIRE
(REGISTERED AGENT)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 28 AM 9:04

FILED