N96000003222

J. Warren Bullard, P.A.

121 N.W. 3rd Street
Ocala, Florida 34475

J. Warren Bullard

Area Code 352
Telephone 732-3900
Fax 867-0504

June 25, 1996

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

800001877108
-06/26/96--01140--007
****122.50 ****122.50

RE: Articles of Incorporation
The Saint Maria Goretti Guild, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation for the above named corporation, and my check for $122.50 which represents the following:

Filing fee	$ 35.00
Certified copy	52.50
Registered Agent Designation	35.00
TOTAL	$122.50

Upon your approval, please certify a copy of these Articles of Incorporation and return a certified copy to my office.

Your cooperation and prompt attention to this matter would be greatly appreciated.

BMC 6/28/96

Sincerely,

J. WARREN BULLARD, P.A.

J. Warren Bullard

J. Warren Bullard

FILED

Enclosures:
Articles of Incorporation (2)
Check - $122.50

FILED
96 JUN 26 AM 11:24
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ARTICLES OF INCORPORATION

OF

THE SAINT MARIA GORETTI GUILD, INC.

The undersigned subscribers to these Articles of Incorporation of The Saint Maria Goretti Guild, Inc., each a natural person competent to contract, hereby voluntarily associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes.

ARTICLE I - NAME

The name of this Corporation is THE SAINT MARIA GORETTI GUILD, INC.

ARTICLE II - PURPOSE

This Corporation is organized for the following purposes:

(a) To serve Christ in pregnant women who need assistance, spiritual or physical regardless of race, religion, creed or national origin.

(b) To provide women with physical security, support and guidance in a warm, congenial atmosphere until they give birth.

(c) To provide women with housing, help with medical bills, help with adoption (if that path is chosen), aid in securing employment and education.

(d) The purpose of this Corporation will not include or permit pecuniary gain or profit nor distribution of its income to its members, officers or directors, but the Corporation shall be authorized and empowered to pay reasonable

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compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II.

(e) Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III - POWERS

This Corporation shall have and exercise all rights and powers conferred now and hereafter upon corporations not for profit under the laws of the State of Florida consistent with these Articles. This Corporation shall also have all of the powers and authority reasonably necessary or appropriate to carry out its corporate purposes including, but not limited to, the following:

(a) To exercise all the powers and privileges and to perform all duties and obligations of the Corporation as defined in the By-Laws.

(b) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation.

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(c) To borrow money, and with the assent of majority vote of those present at regular meeting of the Board of Directors, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(d) To dedicate, sell or transfer all or any part of the real property owned by the Corporation, if any.

(e) To participate in mergers and consolidations with other non-profit corporations organized for the same purpose.

ARTICLE IV - MEMBERSHIP

The members of the Corporation shall be the individuals serving on the Board of Directors of the Corporation. The members shall not be personally liable for the debts of the Corporation. The By-Laws shall set forth how members are admitted and dismissed.

ARTICLE V - VOTING RIGHTS

Members shall all be entitled to one vote.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors, who must be members of this Corporation. The initial board shall consist of nine (9) directors. The number of directors may be increased by the By-Laws of this Corporation, but shall never be less than three (3) directors. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

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Name Address

1. Raymond A. Waite, 8657-B S.W. 97th Lane Road, Ocala, FL 34481

2. Patrick Devine, 8160 S.W. 53rd Court Rd., Ocala, FL 34476

3. Rose Devine, 8160 S.W. 53rd Court Road, Ocala, FL 34476

4. James Berkeley, 8680 S.W. 94th Lane, Ocala, FL 34481

5. Ruby Berkeley, 8680 S.W. 94th Lane, Ocala, FL 34481

6. Teresa Pinkos, 7380 S.W. 101st St. Rd., Ocala, FL 34476

7. Rev. Patrick J. O'Doherty, Queen of Peace Church 6455 S.W. SR 200, Oc a, FL 34476

8. Deborah A. Bullard, 631 S.E. 40th Ave., Ocala, FL 34471

9. Jean Stoddard, 3910 S.W. 22nd St., Ocala, FL 34474

Unless contrary provisions are made by law, each director's term of office shall be for one (1) year, but all directors shall continue in office until their successors are duly elected and installed. There shall be held at each annual meeting of the general membership of this Corporation, an election of Board of Directors.

A majority of the directors currently serving as such shall constitute a quorum. Except as herein otherwise specified, the decision of a majority of the directors present at a meeting at which a quorum is present shall be required and shall be sufficient to authorize any action on behalf of the Corporation. Each director shall be entitled to one vote on every matter presented to the Board of Directors.

Any meeting of the members or of the Board of Directors of the Corporation may be held within or without the State of Florida.

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ARTICLE VII - OFFICERS

The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other officers and assistant officers as may be provided in the By-Laws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-Laws. The name and address of each initial officer of the Corporation who shall serve until their successors are designated by the Board of Directors are as follows:

Name and Address	Title
Raymond A. Waite	President
Teresa Pinkos	Vice President
Rose Devine	Secretary
Jean Stoddard	Treasurer

ARTICLE VIII - DISSOLUTION

In the event of dissolution of this Corporation, the assets of the Corporation 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 Internal Revenue Code or to the Federal, state or local government for exclusive public purpose.

ARTICLE IX - BY-LAWS

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded

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in the manner provided by the By-Laws.

ARTICLE X - DURATION

This Corporation shall have perpetual existence.

ARTICLE XI - AMENDMENTS

Amendments to these Articles shall be proposed by a member of the Board of Directors and be adopted by two-thirds (2/3) of the members of the Board of Directors of the Corporation at any regular or special meeting called for that purpose, provided that the full text of any proposed amendment shall be included in the notice of such regular or special meeting and provided further that the voting requirements specified for any action under any provision of these Articles shall apply also to any amendment of such provision.

ARTICLE XII - INCORPORATORS

The name and address of each incorporator is as follows:

Name	Address
Raymond A. Waite,	8657-B S.W. 97th Lane Rd., Ocala, FL 34481
Teresa Pinkos,	7380 S.W. 101st Street Rd., Ocala, FL 34476
Jean Stoddard,	3910 S.W. 22nd St., Ocala, FL 34474

ARTICLE XIII - INDEMNIFICATION

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not cought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed

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(including alleged omissions or failures to act) by such person in his capacity as director, officer, employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise which he served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct against judgment, for the cost of fines, reasonable amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorneys' fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he/she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, personal representatives and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, limited partnership, joint venture, trust or other enterprise against liability

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asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability hereunder.

ARTICLE XIV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 121 N.W. Third Street, Ocala, FL 34475, and the name of its initial Registered Agent at that address is J. Warren Bullard.

ARTICLE XV - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this Corporation shall be: c/o Queen of Peace Church 6455 S.W. SR 200, Ocala, FL 34476.

ARTICLE XVI - NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation this 25th day of June, 1996.

Raymond A. Waite

RAYMOND A. WAITE - Incorporator

Teresa M. Pinkos

TERESA PINKOS - Incorporator

Jean Stoddard

JEAN STODDARD - Incorporator

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STATE OF FLORIDA
COUNTY OF MARION

BEFORE Me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared **RAYMOND A. WAITE, TERESA PINKOS,** and **JEAN STODDARD**, who produced as identification Florida Drivers' Licenses, and known by me to be the persons who executed the foregoing Articles of Incorporation, and severally acknowledged to and before me that they executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 25th day of June, 1996, in the aforesaid County and State.

My commission expires:

Ann E. Maren
Notary Public
State of Florida

ANN E. MAREN
MY COMMISSION # CC 236229 EXPIRES
November 20, 1996
BONDED THRU TROY FAIN INSURANCE, INC.

Ann E. Maren
Printed Name of Notary

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **THE SAINT MARIA GORETTI GUILD, INC.**, which is contained in the foregoing Articles of Incorporation.

Dated this 25th day of June, 1996.

J. Warren Bullard
J. WARREN BULLARD
Registered Agent

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