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PROMPT MAIL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 992760 4306424

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 122.50

ORDER DATE : June 19, 1996

ORDER TIME : 10:49 AM

ORDER NO. : 992760

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CUSTOMER NO: 4306424

CUSTOMER: Ms. Kathy Gonsalves  
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000  
200 S. Biscayne Boulevard  
Miami, FL 33131-2398

DOMESTIC FILING

NAME: THE SANCTUARY PROJECT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

*ga*  
*6/19/96*

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ARTICLES OF INCORPORATION  
of  
THE SANCTUARY PROJECT, INC.  
(A Florida Not-For-Profit Corporation)

Article I  
NAME

The name of this corporation shall be The Sanctuary Project, Inc. (hereinafter called the "Corporation").

Article II  
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is 301 Ocean Drive, Miami Beach, Florida 33139.

Article III  
PURPOSE

This Corporation is a not-for-profit corporation, organized for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article IV  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 301 Ocean Drive, Miami Beach, Florida 33139; and the name of the Corporation's initial registered agent at that address is Rev. Linnea Pearson.

Article V  
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

Rev. Linnea Pearson  
Miami Beach Community Ministries  
301 Ocean Drive  
Miami Beach, FL 33139

|   |  |
|---|--|
| Alta Ross<br>c/o Miami Beach Community Ministries<br>301 Ocean Drive<br>Miami Beach, FL 33139 | Gioconda Tomassi<br>c/o Miami Beach Community Ministries<br>301 Ocean Drive<br>Miami Beach, FL 33139 |
|---|--|

Article VI  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

The Rev. Linnea Pearson  
301 Ocean Drive  
Miami Beach, Florida 33139

Article VII  
DISSOLUTION

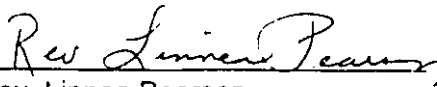
Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and

operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws

Article VIII  
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 17 day of June, 1996.

  
Rev. Linnea Pearson  
Incorporator

CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That, The Sanctuary Project, Inc. desiring to organize under the laws of the State of Florida, has named Rev. Linnea Pearson, 301 Ocean Drive, Miami Beach, Florida 33139, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 17 day of June, 1996.

Rev. Linnea Pearson  
Rev. Linnea Pearson,  
Registered Agent