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THOMAS L. WHITE, ATTORNEY

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FILED

July 27 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO

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

DATE

SUBJECT

Crossroad Ministries, Inc.

Dear Sir:

Enclosed please find original and one copy of Crossroad Ministries, Inc. Articles of Incorporation for filing as a non-profit corporation. Also enclosed please find my check in the amount of \$122.50 for fees.

Thank you.

Very truly yours,


THOMAS L. WHITE

/s

Enc

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ARTICLES OF INCORPORATION

OF

CROSSROAD MINISTRIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be CROSSROAD MINISTRIES, INC. The address of this corporation shall be 5052 White Clay Road, Haines City, FL, 33844, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II - PURPOSES

(a) The general nature, objects and purposes for which this corporation is exclusively organized and operated are to operate a non-denominational residential care center for unwed mothers and single mothers and their babies; to provide protection, care and education for the child and the mother, without the separation that is inherent to the traditional concept of foster care; to provide an environment conducive to the physical, intellectual, emotional and spiritual growth of the child, parent, and the parent-child relationship; and to do all things necessary to achieve the objectives above stated. This corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, scientific or educational purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be

distributable to any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director or 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 the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170 (c)(2) of such Code and regulations issued thereunder.

(d) In the event of dissolution or final liquidation of the Corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 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 III - POWERS

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable,

scientific and educational purposes for which the corporation is organized, subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended heretofore or hereafter.

(b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax law.

(c) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in section 503(b) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV - MEMBERS

The members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation, and such other persons, over eighteen (18) years of age, or entities as may from time to time be elected and admitted to membership by majority vote of the Board of Directors of the corporation in accordance with the provisions of the bylaws of the corporation.

ARTICLE V - TERM OF EXISTENCE

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI - SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

KAREN W. MURPHY, 5052 White Clay Road, Haines City, Florida, 33844.

GEORGE A. MURPHY, 5052 White Clay Road, Haines City, Florida, 33844.

ARTICLE VII - OFFICERS AND DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors who shall be elected annually by majority vote of the members of the corporation, at a duly called meeting, as provided in the bylaws and by officers who shall be elected annually by majority vote of the Board of Directors and who shall be members of the corporation. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of

the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

Directors and officers of this corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

ARTICLE VIII - DIRECTORS

The names and addresses of the members of the initial Board of Directors, who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the members for the election of permanent directors or until their successors have been duly elected and qualified are:

KAREN W. MURPHY, 5052 White Clay Road, Haines City, Florida, 33844.

GEORGE A. MURPHY, 5052 White Clay Road, Haines City, Florida, 33844.

CYNTHIA GILES, 924 Hillgrove Lane, Auburndale, FL, 33823.

MARY ROBINSON, 1003 Aqua Vista Court, Haines City, FL, 33844.

RANDY ROBINSON, 1003 Aqua Vista Court, Haines City, FL, 33844.

JOANNA WILKINSON, 1909 Peninsular Dr., Haines City, FL, 33844.

JUDGE CHARLES CURRY, P.O. Box 9000, Drawer J-133, Bartow, FL, 33831-9000.

MAYBELLE MYERS, 815 Prado Grande, Haines City, FL, 33844.

ARTICLE IX - OFFICERS

The names and addresses of the officers of this corporation who, subject to these Articles and the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the directors of this

corporation for the election of permanent officers or until their successors have been duly elected and qualified are:

KAREN W. MURPHY - President-Secretary

GEORGE A. MURPHY - Vice-President-Treasurer

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The name of the corporation's initial registered agent at the following address is and the street address of the corporation's initial registered office is KAREN W. MURPHY, 5052 White Clay Road, Haines City, FL, 33844. The corporation shall keep the Department of State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

ARTICLE XI - BYLAWS

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this corporation to all of the members of the Board of Directors at least three (3) days before the meeting.

ARTICLE XII - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended by resolution adopted by the majority vote of the members of the corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the members of the corporation on ten (10) days' advance notice of the amendment or

amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each member of the corporation prior to such meeting. All actions, including but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation for the uses and purposes therein expressed this 10th day of July, 1997.

Karen W. Murphy
KAREN W. MURPHY

George A. Murphy
GEORGE A. MURPHY

STATE OF FLORIDA

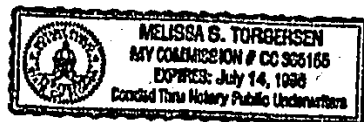
COUNTY OF POLK

BEFORE ME, the undersigned authority, on this 10 day of July, 1997, personally appeared KAREN W. MURPHY and GEORGE A. MURPHY, to me well known to be the persons described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Melissa S. Torgersen
NOTARY PUBLIC
Melissa S. Torgersen

My commission expires:



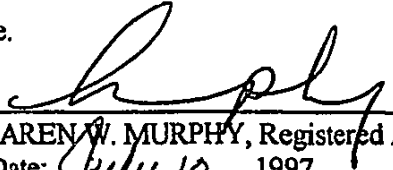
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

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

First - That CROSSROAD MINISTRIES, 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 Haines City, County of Polk, State of Florida, has named KAREN W. MURPHY, located at 5052 White Clay Road, Haines City, Florida, 33844, 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 accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


KAREN W. MURPHY, Registered Agent
Date: July 10, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA