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OF COUNSEL:  
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October 27, 1997

State of Florida  
Division of Corporations  
New Filings Section  
P.O. Box 6327  
Tallahassee, FL 32314

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-10/29/97--01013--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: The Good Shepard Foundation, Inc.  
Our File No. 9136-9136

Dear Sir/Madam:

Enclosed for filing please find an original plus one copy of articles of incorporation (the "Articles") for the above-referenced corporation, together with a check in the amount of \$122.50 to cover:

- (i) the \$35.00 filing fee;
- (ii) the \$35.00 registered agent designation fee; and
- (iii) the \$52.50 fee for a certified copy of the Articles.

Please cause (a) the Articles to be filed in accordance with your normal procedures and (b) a certified copy of the Articles to be returned to my attention.

Should you have any questions, rather than returning any documents, please give me a call.

Sincerely,

*Mildred Beam-Rucker*  
Mildred Beam-Rucker

MBR:amb  
Enclosures  
cc: Corina Hill (w/enc)

~~F. G. GOSSEN~~ OCT 30 1997

FILED  
91 OCT 29 AM 12:05  
TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION  
OF  
THE GOOD SHEPARD FOUNDATION, INC.

FILED  
91 OCT 29 AM 12:54  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the not-for profit corporation is: The Good Shepard Foundation, Inc. (the "Corporation").

ARTICLE II

Commencement of Existence

The existence of the Corporation commenced effective with the filing of these Articles of Incorporation. (the "Incorporation Date").

ARTICLE III

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE IV

Principal Place of Business and Mailing Address

The principal place of business of this Corporation shall be 5430 Deerbrooke Creek Circle, #26, Tampa, Florida 33624.

ARTICLE V

Purposes

The specific purposes for which the Corporation is organized are:

Section 1. The general purpose of the Corporation shall be to extend the charitable services of the membership.

Section 2. Without limiting the generality of the purpose specified in Section 1 above, the specific purposes of the Corporation shall be:

- A. To serve the Corporation's mission;
- B. To perform, foster, and support acts of kindness and charity for the benefit of children, the sick, and the needy.
- C. To promote, support, and conduct charitable, scientific, as well as educational activities, which qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated pursuant thereunder.
- D. To engage in such activities as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purposes.

Section 3. Notwithstanding any other provisions of these Articles of Incorporation, the purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Code.

## ARTICLE VI

### Powers

The Corporation shall have all the powers and authorities as are now or may hereafter be granted to not-for-profit corporations under the laws of the State of Florida.

## ARTICLE VII

### Dedication and Distribution of Assets

A. 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 other private individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. 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 neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other 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 as amended (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, as amended (or the corresponding provision of any future United States Internal Revenue Law).

B. Upon dissolution of the Corporation or winding up of its affairs, all of its assets remaining after the payment of the Corporation's lawful debts, shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue Laws), as may be selected by the Corporation's last Board of Directors. To the extent the Board of Directors fails to make such a selection, the assets will be disposed of by a court of competent jurisdiction in the county in which the Corporation's principal office is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII

##### Membership

A. Subject to the approval of the Board, membership in the Corporation shall be open to any person, age 18 years or older, interested in carrying out the purposes of the Corporation.

B. The powers and responsibilities of the members shall be set forth in the Corporation's Bylaws. The members shall be automatically admitted to membership upon the filing of these Articles of Incorporation.

#### ARTICLE IX

##### Board of Directors

A. Initially, the Corporation shall have four (4) directors. The number of directors, so long as not less than three (3), may be changed from time to time as provided in the Bylaws.

B. The directors shall be elected, removed and hold office as provided in the Bylaws.

C. Effective as of the Incorporation Date, the names and addresses of the persons who are to serve as the initial members of the Board of Directors, until their successors have been duly elected and qualified are:

Michael Shepard  
5430 Deerbrooke Creek Circle, #26  
Tampa, Florida 33624

Corina Hill  
5408 Deerbrooke Creek Circle, #5  
Tampa, Florida 33624

Raymond Ebersole  
5430 Deerbrooke Creed Circle, #2  
Tampa, Florida 33624

Carl Poston  
5432 Deerbrooke Circle, #9  
Tampa, Florida 33624

#### ARTICLE X

##### Officers

A. The officers of the Corporation shall include a President, a Vice President of Operations, a Vice President of Advertising and Public Relations, a Vice President of Membership, a Secretary, and a Treasurer.

B. The officers shall be elected and removed and shall hold office as provided in the Bylaws.

C. The officers shall have such powers and responsibilities as provided in the Bylaws.

D. Effective as of the Incorporation Date, the names of the persons who are to serve as the officers of the Corporation, until their successors have been duly elected and qualified are:

Michael Shepard	President and Treasurer
Corina Hill	Vice President, Operations and Secretary
Raymond Ebersole	Vice President, Advertising & Public Relations
Carl Poston	Vice President, Membership

#### ARTICLE XI

##### Registered Office and Registered Agent

A. The street address of the registered office of the Corporation is: 201 E. Kennedy Boulevard, 10th Floor, Tampa, FL 33602.

B. The name of the registered agent of the Corporation located at the address of the registered office is: Stanley W. Rosenkranz.

#### ARTICLE XII

##### Bylaws

The Bylaws for the Corporation shall be adopted, altered, amended or repealed by a vote of a majority of all the members of the Board of Directors.

#### ARTICLE XIII

##### Amendment of Articles of Incorporation


Amendments to these Articles of Incorporation may be proposed and adopted by a vote of a majority of all the members of the Board of Directors.

#### ARTICLE XIV

##### Name and Address of Incorporator

The name and street address of the Incorporator of these Articles of Incorporation is: Stanley W. Rosenkranz, 201 E. Kennedy Blvd., 10th Floor, Tampa, FL 33602.

The undersigned Incorporator has executed these Articles of Incorporation this 27 day of October, 1997.

  
Stanley W. Rosenkranz-Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: THE GOOD SHEPARD FOUNDATION, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

STANLEY W. ROSENKRANZ  
201 E. KENNEDY BOULEVARD  
10TH FLOOR  
TAMPA, FL 33602

FILED  
97 OCT 29 AM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

10/27/97  
DATE

Stanley W. Rosenkranz  
STANLEY W. ROSENKRANZ - REGISTERED AGENT