

**ARAGO LAW OFFICES**

Post Office Box 915383  
Longwood, Florida 32791-5383  
E-mail: AragoLAW@aol.com

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 NOV 26 PM 2:16

Telephone: (407) 786-5005

Telefax: (407) 786-5015

N97000006674

November 25, 1997

Secretary of State  
State of Florida  
409 E. Gaines Street  
Tallahassee, FL 32399

600002357966--1  
-11/26/97--01077--003  
\*\*\*122.50 \*\*\*122.50

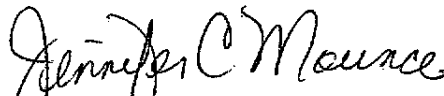
RE: Mary's Shelter, Inc.

Dear Secretary:

Please find enclosed the original and copy of the Articles of Incorporation for the above-mentioned corporation. Also enclosed is our firm's check in the amount of \$122.50 to cover the filing fees and fees for the one certified copy.

Should you have any questions, please feel free to call.

Sincerely,



Jennifer C. Mounce  
Legal Assistant

/jcm

Enclosures

RP  
Dec 1, 97

**ARTICLES OF INCORPORATION  
OF MARY'S SHELTER, INC.**

97 NOV 26 PM 2:16

(A Corporation Not for Profit)

**ARTICLE I- NAME AND ADDRESS**

The name of this corporation is **Mary's Shelter, Inc.**, hereinafter called the "Corporation", and its principal place of business shall be at 285 Lake Seminary Circle, Maitland, FL 32751, but it may have and maintain other such places within the United States and elsewhere as its Board of Directors may, from time to time, determine necessary.

**ARTICLE II- CORPORATE NATURE**

This is a nonprofit corporation, organized solely for general educational, religious, charitable purposes pursuant to the Florida Corporation Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III- DURATION**

Existence of the corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida.

The term of existence of the corporation is perpetual.

**ARTICLE IV- GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

- A. for the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes;
- B. more particularly, to establish homes and residential programs for pregnant women and to provide for co-operative living and responsible parenting.
- C. to operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

This corporation shall not discriminate on the basis of race, color, and national or ethnic origin.

#### ARTICLE V- POWERS

The Corporation shall have all of the rights, powers, duties and privileges provided by law, and all these powers and duties necessary or expedient for the administration of the affairs or attainment of the purposes of the Corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State of Florida, upon nonprofit corporations. Said rights, powers, duties and purchases include, but are not limited to the following:

Section A- The Corporation shall be authorized and empowered to employ personnel and to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth herein.

Section B- To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and purchases of the Corporation.

Section C- The power to acquire and hold title in fee simple, in trust, or otherwise to both real and personal property, and to improve, encumber, sell, convey and dispose of all such property in conformity with the bylaws; to borrow money, execute notes, and other evidence of indebtedness and secure the same by mortgage and deeds of trust, annuity bonds and other instruments of indebtedness and pay interest thereon; to improve, adapt and use its property or the income thereof in their community activities, without financial profit to its members, except as may be necessary in the payment of salaries or other compensation for services rendered; and, subject to the provisions of the bylaws, the corporation shall have the power to erect and maintain buildings.

Section D- 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.

Section E- Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on: 1) by 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 2) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

Section F- Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the exempt purposes of this Corporation.

#### ARTICLE VII- MEMBERSHIP

The Corporation shall have no members.

#### ARTICLE VIII- MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons.

Annual and special meetings of the Board shall be held at the time and place set forth in the Bylaws. A meeting may be called to order orally if reasonable under the circumstances.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows: Janet D. Lindsay, 363 Pinellas Bayway #38, Tierra Verde, FL 33715; Caroline Routson 285 Lake Seminary Circle, Maitland, FL 32751; Maureen A. Arago, 113 Laurel Oak Drive, Longwood, FL 32779;

In the event of a vacancy of the Board by reason of death, resignation, or otherwise, the vacancy shall be filled as provided in the Bylaws.

The officers of the Corporation shall consist of a president, one or more vice-presidents, a secretary and a treasurer. The names of the officers who are to serve until the next election are: Caroline Routson, President and Secretary; Janet D. Lindsay, Vice-President and Treasurer.

## ARTICLE IX- BYLAWS

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purpose as it may be necessary from time to time.

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporation action that must be authorized or approved by the members or the Corporation, Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedures set forth in the Bylaws.

## ARTICLE X- AMENDMENTS

The Articles of Incorporation shall be amended at a special meeting of the Board called for that purpose, by a two-thirds (2/3) majority vote of those present. Amendments may also be made at a regular meeting of the Board upon notice given, as provided by the Bylaws, of intention to submit such amendment.

## ARTICLE XI- NO PERSONAL LIABILITY

No officer, director, or member shall be personally liable for any debt or other obligation of the Corporation.

The private property of the directors and officers of the Corporation shall be exempt from all corporate debts, obligations, and liabilities of whatsoever kind and nature.

## ARTICLE XII- DEDICATION AND DISTRIBUTION OF ASSETS

The property of this Corporation is irrevocably dedicated to religions, educational, charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual. In the event of dissolution, the assets shall be dedicated to appropriate nonprofit agencies which themselves are exempt organizations as described in Section 501 (3) (3) and 1770 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law to be used for purposes similar to those for which the Corporation was formed.

## ARTICLE XIII- DISSOLUTION

The Corporation may be dissolved with the written consent of not less than two-thirds

(2/3) of the Board. Upon dissolution, other than incident to a merger or consolidation, the assets of the Corporation shall dedicated in accordance with this Article.

ARTICLE XIV- SUBSCRIBER

The name and address of the Subscriber of this Corporation is as follows: Caroline Routson, 285 Lake Seminary Circle, Maitland, Florida 32751.

ARTICLE XV- REGISTERED AGENT AND OFFICE

The address of the Corporation's registered office shall be 113 Laurel Oak Drive, Longwood, FL 32779 and the name of the registered agent at said address shall be Maureen A. Arago.

WITNESSES

Jennifer C Mounce  
Jennifer C Mounce  
Maureen Arago  
Maureen Arago

SUBSCRIBER

Caroline Routson  
CAROLINE ROUTSON

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as registered agent for services of process within the State of Florida upon MARY'S SHELTER, INC., at the place designated in Article I of the foregoing Articles of Incorporation, does hereby accepts the appointment as such registered agent.

Maureen Arago  
Registered Agent

Sworn to and subscribed before me this 24<sup>th</sup> day of November, 1997.

Jennifer C Mounce  
Notary Public

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 26 PM 2:16

My commission expires:



Jennifer C Mounce  
My Commission CC588940  
Expires Sep. 29, 2000