

LAW OFFICES
COHEN & THURSTON, P.A.

1723 BLANDING BOULEVARD
SUITE 304
JACKSONVILLE, FLORIDA 32210

LANCE PAUL COHEN
NFT H THURSTON

904-6500
904-4192

December 19, 1997

500002379555--7
-12/22/97--01117--019
****122.50 ****122.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

Re: Good Shepherd United Methodist Church of Jacksonville, Inc.

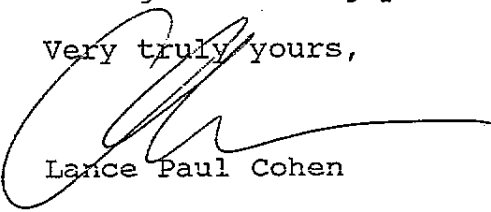
Gentlemen:

Enclosed herewith please find an original and one copy of Articles of Incorporation for the above-referenced corporation, together with my firm check in the sum of \$122.50 covering the following expenses:

Filing fee	\$	35.00
Registered Agent Cert.	\$	35.00
Certified copy	\$	<u>52.50</u>
Total	\$	122.50

I would appreciate your returning the certified copy to me after filing. Thanking you in advance, I am

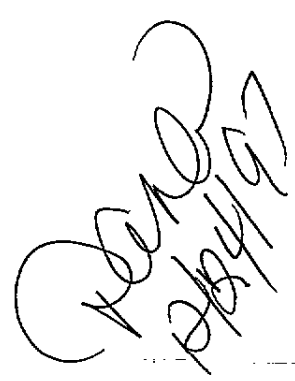
Very truly yours,


Lance Paul Cohen

LPC/pr

Enclosures

FILED
97 DEC 22 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FILED
97 DEC 22 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GOOD SHEPHERD UNITED METHODIST CHURCH OF JACKSONVILLE, INC.
(A Florida Not-For-Profit Corporation)

The undersigned person, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is GOOD SHEPHERD UNITED METHODIST CHURCH OF JACKSONVILLE, INC.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is a not-for-profit corporation. The purposes for which the corporation is organized are:

A. The specific and primary purpose for which this corporation is formed is to operate for the advancement of religion, charity and education and other charitable purposes.

B. The general purpose for which the corporation is formed is to operate exclusively for religious, charitable and educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code including, for those purposes, the making of distributions to organizations which qualify as tax exempt organizations under that Code.

C. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV

The Board of Directors of this corporation shall be elected in a manner set forth in the corporate By-Laws.

ARTICLE V

The street address of the initial principal office and the mailing address of the corporation is: 5417 Lenox Avenue, Jacksonville, FL 32210.

ARTICLE VI

The street address of the initial registered office of the corporation is: Suite 102, 1723 Blanding Boulevard, Duval County, Florida 32210. The name of this corporation's initial Registered Agent at that address is Lance Paul Cohen.

ARTICLE VII

The powers of this corporation shall be exercised, its property controlled and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be three (3); provided, however, that number may be changed by a by-law duly adopted pursuant to the By-Laws of this corporation.

The Directors named herein as the first Board of Directors shall hold office until January 1, 1998, at which time an election of the Directors shall be held.

Directors elected at the annual meeting, and all subsequent times, shall serve for a term of one (1) year. Annual meetings shall be held at the street address of the principal address of the corporation on the 3rd Monday of November of each year.

The names and residential addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Residential Address</u>
Jeffrey Roger Joos	1711 Estancia Avenue Jacksonville, FL 32221
Joseph Springer	1551 Pointer Drive Jacksonville, FL 32221
Hugh Gordon	7844 Renoir Drive Jacksonville, FL 32205

ARTICLE VIII

The name and address of the incorporator is Lance Paul Cohen, Esquire, Suite 102, 1723 Blanding Boulevard, Jacksonville, FL 32210.

ARTICLE IX

The Board of Directors shall elect the following officers: President, Vice President, Secretary, Treasurer and any other officer which the By-Laws of this corporation authorize the Directors to elect.

ARTICLE X

Subject to the limitations contained in the By-Laws and any limitations set forth in the Not For Profit Corporation Act of Florida described above concerning corporate action that must be authorized or approved by the members of the corporation, the By-Laws of this corporation may be made, altered, rescinded, added to or new By-Laws may be adopted, either by resolution of the Board of Directors or by the procedures set forth in the By-Laws of this corporation.

ARTICLE XI

The property of this corporation is irrevocably dedicated to 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, or to the benefit of any private individual.

ARTICLE VII

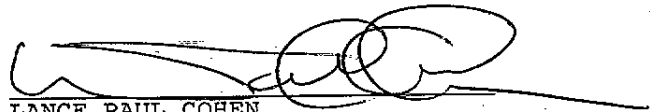
On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distribution to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XIII

Amendments to these Articles of Incorporation may be passed by a resolution adopted by the Board of Directors and presented to a quorum of members for their

vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

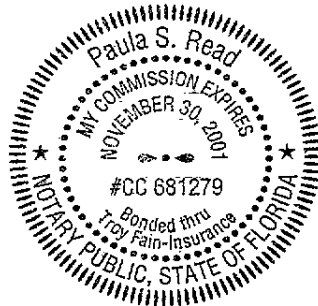
The undersigned, being the Incorporator of this corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of the State of Florida, has executed these Articles of Incorporation on December 19, 1997.


LANCE PAUL COHEN
Incorporator

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing Articles of Incorporation were acknowledged before me this 19th day of December, 1997, by LANCE PAUL COHEN, Incorporator, who is personally known to me and who did take an oath.




Notary Public
State of Florida

THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

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

FIRST - That GOOD SHEPHERD UNITED METHODIST CHURCH OF JACKSONVILLE, INC., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation in the City of Jacksonville, County of Duval, State of Florida, has named Lance Paul Cohen, located at Suite 102, 1723 Blanding Boulevard, Jacksonville, FL 32210, 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 places 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.


LANCE PAUL COHEN
Registered Agent

FILED
97 DEC 22 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA