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TRANSMITTAL LETTER

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

SUBJECT: HOMELESS CLOTHING MINISTRIES, INC.

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$131.25 which is for Filing Fee, Certified Copy & Certificate.

From: Laura Hughes
1600 Shetter Ave. Apt 302
Jacksonville Fl. 32250
1-904-249-0966 Home
1-904-247-0580 Work

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

HOMELESS CLOTHING MINISTRIES, INC.
(A Corporation Not for Profit)

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DIVISION OF CORPORATIONS
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The undersigned, whose names are affixed hereto as incorporators, do hereby associate together for the purpose of forming a corporation not for profit under the laws of the State of Florida pursuant to Florida Statutes, Chapter 617, and do hereby adopt the following Articles of Incorporation for such corporations:

ARTICLE I.

The name of this corporation is: HOMELESS CLOTHING MINISTRIES, INC.

ARTICLE II.

The general nature, object, purpose and powers of this corporation are:

A. To operate a Not For Profit benevolence ministry and outreach for the purpose of aiding less fortunate human beings that may or may not be homeless or jobless and/or without immediate means of self support;

B. To organize, maintain, finance, operate and conduct a not-for-profit business and agencies of Christian Benevolence for the promotion of Christian Charity;

D. To own, control, lease and purchase and to take by gift, devise and bequest, or otherwise, and to convey, dispose of, mortgage, encumber, lease and in every respect to do all things and exercise all powers which a natural person might do and exercise over and about real or personal property of every nature and kind whatsoever, including real estate, leaseholds, bonds, stocks and securities wherever the same may be situated or located;

E. To maintain offices, headquarters; buildings, or other facilities for accomplishing the objects of the corporations;

F. To issue bonds, promissory notes, securities and agreements for or evidence of, indebtedness of every character, and to mortgage, pledge or otherwise encumber property; to contract in or about properties, monies, funds or other subject matter of every character and kind whatsoever;

ARTICLE III.

ADDRESS

The initial address of the principal office of the corporation in the State of Florida is: 711 S. THIRD STREET, SUITE 12, JACKSONVILLE, FL. 32250

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE IV.

REGISTERED AGENT

The initial registered agent of this corporation and his address is: LAURA HUGHES, 1600 SHETTER AVE, APT 302, JACKSONVILLE BEACH, FL. 32250

ARTICLE V.

TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE VI.

BOARD OF DIRECTORS, MEMBERSHIP AND OFFICERS.

Section 1. Board of Directors. The affairs of this corporation shall be managed by a Board of Directors of not less than five (5) members nor more than thirty (30) members. The number, qualification, term of office, and manner of election shall be fixed in the by-laws to be adopted by a majority vote of the Board of Directors.

Section 2. Membership. Membership of this corporation shall consist of the Directors and Incorporators as hereinafter set out. Additional members to be elected by the Board of Directors must have an interest in the goals and purposes of this corporation and meet the qualifications as set forth in the By-laws to be adopted by the corporation.

Section 3. Officers. The Officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the bylaws. The officers shall meet the qualifications as set out in the by-laws and shall be elected at the annual meeting of the Board of Directors or as provided by the by-laws.

ARTICLE VII.

INITIAL OFFICERS

The names of the initial officers who are to manage the affairs of the corporation until the first election are;

President: WILSON L. HUGHES
Vice President: GREGORY S. STRITCH
Secretary: MARY D. STRITCH
Treasurer: LAURA V. HUGHES

ARTICLE VIII.

DIRECTORS AND INCORPORATORS

The following persons shall constitute the initial Board of Directors of the corporation until the election of their successors and shall be the original incorporators and subscribers to these Articles of Incorporation:

<u>Name</u>	<u>Address</u>
WILSON L. HUGHES	1600 Shetter Ave Apt 302 Jacksonville Fl 32250
LAURA V. HUGHES	1600 Shetter Ave Apt 302 Jacksonville Fl 32250
GREGORY S. STRITCH	574 Carine Lane Jacksonville Fl. 32225
MARY D. STRITCH	574 Carine Lane Jacksonville Fl. 32225
ROGER BOYCE LEE	422 16 th Ave N. Jacksonville Fl. 32250
CAROL MARIE LEE	422 16 th Ave N. Jacksonville Fl. 32250

ARTICLE IX.

AMENDMENTS

Amendments to these Articles of Incorporation may be offered by any member of the Board of Directors and may be amended by a two-third (2/3) vote of the members of the Board of Directors present at any regular meeting or at any special meeting called for that purpose.

ARTICLE X.

BY-LAWS

By-laws of this corporation are to be made, altered or rescinded by the Board of Directors in the manner set forth in the by-laws and may be offered by any member of the Board of Directors and may be amended by a two-third (2/3) vote of the members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XI.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, 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 the purposes set forth herein. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by: (a) corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 for the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII.

DISSOLUTION OF CORPORATION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the County Court of the country in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned, each being one of the original subscribers and incorporators to these Articles of Incorporation of HOMELESS CLOTHING MINISTRIES, INC., said corporation not for profit pursuant to Chapter 617, Florida Statutes, do make and files these Articles of Incorporation declaring and certifying that the facts stated herein are true. The undersigned have made and subscribed to these Articles of Incorporation of Jacksonville, Florida, on the 12 day of January, 1998.

**The Undersigned Original Subscribers
and
Incorporators**

Wilson L. Hughes
WILSON L. HUGHES

I am hereby familiar with and accepts the duties and responsibilities as registered agent for said corporation.

Laura V. Hughes
LAURA V. HUGHES /Registered Agent

Gregory S. Stritch
GREGORY S. STRITCH

Mary D. Stritch
MARY D. STRITCH

Roger Boyce Lee
ROGER BOYCE LEE

Carol Marie Lee
CAROL MARIE LEE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 PM 12:49

STATE OF FLORIDA

COUNTY OF DUVAL

On this day personally appeared before me, the undersigned authority, WILSON L. HUGHES, LAURA V. HUGHES, GREGORY S. STRITCH, MARY D. STRITCH, ROGER BOYCE LEE AND CAROL MARIE LEE, to me well known and known to me to be the persons described in or who produced Driver License as identification, and who executed the foregoing instrument, and they acknowledge before me that they executed the same freely and voluntarily and for the use and purposes therein expressed.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 13th day of January, 1998.

Jack E. Showers Sr.
Notary Public, State of Florida
My Commission Expires:
My Commission Number:

