

N98000001638

WALTER M. TOVKACH

ATTORNEY AT LAW

5011 NORTHWEST EIGHTH AVENUE
GAINESVILLE, FLORIDA 32605

CERTIFIED TAX ATTORNEY
FLORIDA BAR BOARD OF
CERTIFICATION

ALSO ADMITTED IN
OHIO & NORTH CAROLINA

Post Office Box 15295
Gainesville, Florida 32604

TELEPHONE
(352) 371-4656

TELECOPIER
(352) 371-0599

October 20, 1998

Secretary of State
Division of Corporations
Attn: Amendments Section
Post Office Box 6327
Tallahassee, Florida 32314

800002668768--3
-10/21/98--01022--024
*****87.50 *****43.75

Re: THE SHARE HIS LOVE MISSIONS, INC.

Ladies and Gentlemen:

Enclosed please find the original and one (1) copy of the Amended and Restated Articles of Incorporation for the above referenced not for profit corporation, along with a check in the amount of \$87.50 to cover the cost of filing.

Filing fee	\$35.00
Certified Copy:	\$52.50

After the Amended and Restated Articles of Incorporation have been filed, please certify the enclosed copy and return it to me.

Sincerely,

Monica Vondruska, Esq.
Monica A. Vondruska

enclosures

FILED
98 NOV 23 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
11-24-98
cc*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 4, 1998

WALTER M. TOVKACH
P.O. BOX 15295
GAINESVILLE, FL 32604

SUBJECT: THE SHARE HIS LOVE MISSIONS, INC.
Ref. Number: N98000001638

We have received your document for THE SHARE HIS LOVE MISSIONS, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 698A00052192

WALTER M. TOVKACH, ESQUIRE
5011 NORTHWEST EIGHTH AVENUE
GAINESVILLE, FLORIDA 32605

POST OFFICE BOX 15295
GAINESVILLE, FLORIDA 32604

TELEPHONE (352) 371-4656
FAX: (352) 371-0599

TRANSMITTAL

TO:

Cheryl Couliette
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FROM: **WALTER M. TOVKACH, ESQUIRE**

COMMENTS:

Enclosed please find an executed STATEMENT OF INTENTION OF MEMBERS AND DIRECTORS OF THE SHARE HIS LOVE MISSIONS, INC. TO AMEND AND RESTATE ARTICLES OF INCORPORATION, along with the original documents which were filed and a copy of your October 22, 1998 letter.

November 20, 1998

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE SHARE HIS LOVE MISSIONS, INC.
(a Corporation Not For Profit)**

FILED
98 NOV 23 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned persons of lawful age, at least the majority of whom are residents of the State of Florida, do hereby associate ourselves together for the purpose of forming a non-profit corporation under the Statutes of the State of Florida.

Article I - Name

The name of the corporation is THE SHARE HIS LOVE MISSIONS, INC.

Article II - Principal Office

The address of the corporation's principal office is 1930 N.W. 12th Road, Gainesville, Florida, 32605.

Article III - Initial Registered Agent

The name and address of the initial registered agent of this corporation is ROBERT MAX WILLOCKS, 1930 N.W. 12th Road, Gainesville, Florida, 32605.

Article IV - Duration

This corporation shall exist perpetually and be effective as of the date of execution of these Articles.

Article V - Purpose

1. The general purpose of this corporation is to do any and all things permitted under law in support of charitable causes in the United States. More specifically, the purposes of this organization are to seek out and aid with direct contributions of funds, and to seek out and aid charitable causes through contributions to other 501(C) organizations already established, and to seek out and aid through direct contributions of funds for the promotion and education to the general public of the United States and other countries of the world about the love of Christ.

2. Notwithstanding any other provision of these Articles, this corporation is organized exclusively for charitable, educational and scientific purposes and will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding

provisions of any future United States Internal Revenue Law or, (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of the future United States Internal Revenue law.

3. The purposes of the corporation shall be achieved by obtaining through any and all means permitted under law the needed funds and other resources to carry out said purposes.

Article VI - Non-Stock Corporation

The corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

Article VII - Incorporator

The name and street address of the incorporator is: ROBERT MAX WILLOCKS, 1930 N.W. 12th Road, Gainesville, Florida, 32605.

Article VIII - Directors

The number of directors constituting the Board of Directors of the corporation is seven (7) voting directors. One of said directors shall be ROBERT MAX WILLOCKS, who shall be Chairman of the Board. The six initial Directors will be appointed by the Chairman of the Board to serve until they resign or are removed by a majority vote of the Board of Directors. The names and addresses of the persons who are to serve as initial directors are as follows:

<u>Name</u>	<u>Addresses</u>
Rev. John A. Parker	2110 N.W. 46 th St. Gainesville, FL 32605
Neysa F. Willocks	1930 N.W. 12 th Road Gainesville, FL 32605
Dr. William H. Pruitt	5621 N.W. 34 th St. Gainesville, FL 32653
Howard Long	6114 N.W. 33 rd St. Gainesville, FL 32653
Herman Oppelt	18311 N.W. 28 th Place Newberry, FL 32669-2150
Howard Miller	1929 N.W. 12 th Road Gainesville, FL 32605

Article IX - Officers

The officers of this corporation shall consist of a President and a Secretary/Treasurer. These two officers shall manage the affairs of the corporation and shall be elected by the Board of Directors. Such officers may be members of the Board of Directors. Such officers shall serve for three (3) year terms, at the will of the Board of Directors, and may succeed themselves for an unlimited number of three (3) year terms. The initial officers are as follows:

<u>Office</u>	<u>Name</u>
President	ROBERT MAX WILLOCKS
Secretary/Treasurer	NEYSA F. WILLOCKS

Article X - By-Laws

The By-Laws of this corporation shall be adopted by the incorporators at the first incorporator's meeting and may be altered, amended or repealed by the Board of Directors.

Article XI - Membership Requirement

Membership in this corporation shall be the persons who shall also constitute the Board of Directors.

Article XII - Amendments

These articles may be amended by a majority vote of the Board of Directors.

Article XIII - Selection of Officers

Selection of officers shall be made in accordance with the terms of the By-Laws.

Article XIV - Election of Directors

The Directors shall be elected as stated in the By-Laws of the corporation.

Article XV - Distribution of Assets Upon Dissolution

The corporation is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director or individual. In the event of dissolution, 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) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purposes.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended and Restated Articles of Incorporation, this 20th day of October, 1998.

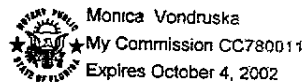
Robert Max Willocks
ROBERT MAX WILLOCKS
President

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 20th day of October, 1998, by ROBERT MAX WILLOCKS.

(SEAL)

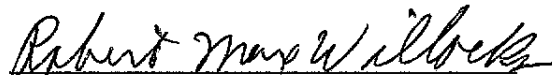
Monica Ann Vondruska
Notary Public,
My Commission Expires:

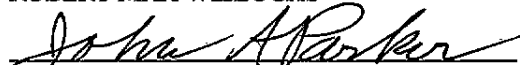


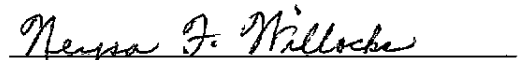
**STATEMENT OF INTENTION OF
MEMBERS AND DIRECTORS OF
THE SHARE HIS LOVE MISSIONS, INC.
(a Corporation Not For Profit)
TO AMEND AND RESTATE ARTICLES OF INCORPORATION**

Pursuant to Florida Statutes, 617.1001 through 617.1007, the undersigned constituting all of the Members and Directors of THE SHARE HIS LOVE MISSIONS, INC., a Florida Corporation Not For Profit, eligible to vote, hereby manifest their intention that an Amendment and Restatement of the Articles of Incorporation was adopted on October 20, 1998, to amend Article VIII to increase the number of voting directors from four (4) to seven (7) is executed by all the members and directors of said corporation and thereby manifests their intention that the Articles of Incorporation be amended as so set forth.

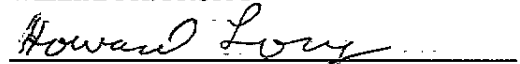
DATED this 20th day of October, 1998.

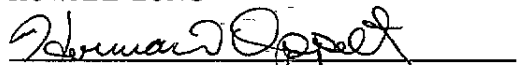

ROBERT MAX WILLOCKS

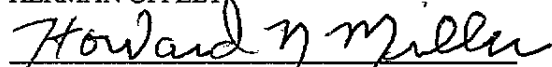

JOHN A. PARKER


NEYSA F. WILLOCKS


WILLIAM H. PRUITT


HOWARD LONG


HERMAN OPPELT


HOWARD MILLER