

**N980003370**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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**Non-Prg A/t**

1.) **Shalom Interfaith Outreach Network Inc.**  
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

RECEIVED  
JUN 11 9 51 AM '98  
DIVISION OF CORPORATION

FILED  
JUN 11 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SPECIAL INSTRUCTIONS**

P. Hall **JUN 11 1998**

**ARTICLES OF INCORPORATION**

**OF**

**SHALOM INTERFAITH OUTREACH NETWORK, INC.**

**FILED**

**98 JUN 11 AM 10:08**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**I**

**Name & Principal place of business and mailing address**

The name of the corporation, hereinafter called the "Corporation," shall be **SHALOM INTERFAITH OUTREACH NETWORK, INC.**, and its principal place of business shall be **536 Coral Way Room 308 in the City of Coral Gables, Florida 33134.**

**II.**

**Purpose**

A. The purpose for which the Corporation is to be organized are educational, charitable, religious and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The organization may take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal

or the income thereof in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the bylaws of the Corporation, or any laws applicable thereto.

\* To address domestic violence; specifically, counseling and reconstructive surgery for women and children who were victims of domestic violence.

### **III.**

#### **Registered Agent**

The registered office of the Corporation and its registered agent to accept service of process within the State is **Reverend James F. Jennings, located at 536 Coral Way Room 308 in the City of Coral Gables, Dade County, Florida 33134.**

### **IV.**

#### **Limitations and Restrictions**

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that of 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 in the above Article(s) 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 not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

B. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

C. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations or more which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and none of the assets will be distributed to any member, officer or director of the Corporation or to any private individual.

## **V.**

### **Term**

This Corporation shall exist perpetually, unless terminated by due process of law.

## **IV.**

### **Members**

The members of the Corporation shall constitute all persons hereinafter named as subscribers and directors and such other persons as from time to time hereafter, may become members, in the manner provided in the Bylaws of the Corporation or as may be elected by the members at each annual meeting.

## **VII.**

### **Subscribers**

The names and residences of the subscribers to these Articles of Incorporation are as follows:

Reverend James F. Jennings

6000 Maynada  
Coral Gables, Florida 33146

Thomas Cooper

5776 S.W. 74th Terrace  
Miami, Florida 33143

William L. Sutton

6255 S.W. 135th Drive  
Miami, Florida 33156

## **VIII.**

### **Directors**

A. The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three Directors, and in the absence of such determination, the Board shall consist of three Directors.

B. Directors of the Corporation shall, at the annual meeting, be elected and hold office in the manner determined by the Bylaws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

C. The names and addresses of the members of the first Board of Directors who shall hold office until their successor are elected and have qualified, or until removed, are as follows:

Reverend James F. Jennings

6000 Maynada  
Coral Gables, Florida 33146

Thomas Cooper

5776 S.W. 74th Terrace  
Miami, Florida 33143

**William L. Sutton**

**6255 S.W. 135th Drive  
Miami, Florida 33156**

**IX.**

**Officers**

A. The affairs of the Corporation shall be administered by the officers designated in the Bylaws of the Corporation.

B. The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer (which may be combined with another office as allowed by law), and such other officers as may be provided in the Bylaws of the Corporation.

C. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors.

**X.**

**Bylaws**

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. The bylaws may be altered, amended or repealed at any meeting of members of the Corporation in the manner provided in the Bylaws.

**XI.**

**Amendment**

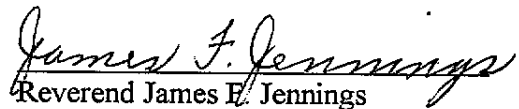
The Articles of Incorporation may be amended by a two-thirds vote of the membership of the Corporation at a regular meeting or at a duly called special meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments to the membership of the Corporation.

**XII.**

**Defense and Indemnification of  
Officers and Directors**

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 21<sup>st</sup> day of January, 19 98

  
Reverend James F. Jennings  
Subscriber

STATE OF FLORIDA  
COUNTY OF Dade

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared, James F. Jennings who is known to me to be the person described in and who executed the foregoing Articles of Incorporation, and who, being by me first duly sworn on oath, stated and acknowledged before me, that the said Articles are the act and deed of the signer respectively and respectfully, and the facts and matters therein set forth are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21<sup>st</sup> day of January, 1998

My Commission Expires:



MARY S. AHERN  
My Comm Exp. 5/20/2001  
Bonded By Service Ins  
No. CC649295  
☐ Personally Known ☐ Other I.D.

[Signature]  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

**ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED to accept service of process for the stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

James F. Jennings  
Reverend James F. Jennings

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98 JUN 11 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA