

JERALD D. BRYANT

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August 17, 1998

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

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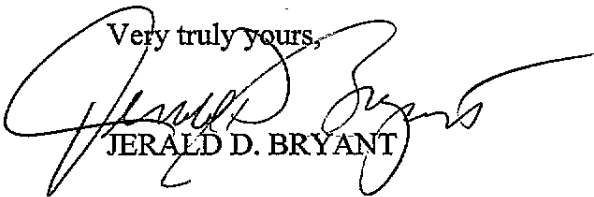
RE: Filing of Articles of Incorporation, not-for-profit corporation:
SACRED HEART, ST. PEREGRINE CONFERENCE OF ST. VINCENT DE PAUL,
INC.

Dear Sir or Madam:

Enclosed please find the original and a copy of the articles of incorporation for the above named not-for-profit corporation, together with check number 1448 in the amount of \$122.50 for the filing fees. Please file these articles and forward a certified copy to me at the above address.

Thank you for your kind assistance in this matter.

Very truly yours,



JERALD D. BRYANT

JDB:hs
Enclosure

FILED
98 AUG 24 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-25-98
JMM

FILED
98 AUG 24 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SACRED HEART, ST. PEREGINE CONFERENCE
OF ST. VINCENT DE PAUL, INC.
[A Corporation not for profit pursuant to IRC 501(c)(3)]**

In compliance with the requirements of Chapter 617 of the Laws of the State of Florida and Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), the undersigned all of whom are of age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit, and do hereby certify:

ARTICLE I

NAME

The name of this Corporation shall be "SACRED HEART, ST. PEREGINE CONFERENCE OF ST. VINCENT DE PAUL, INC." The principal office of the Corporation is located at: 3651 S. E. Highway 441, Okeechobee, Florida 34974.

ARTICLE II

OBJECTS AND PURPOSES

1. The Corporation is organized exclusively for educational, scientific, literary, religious and charitable purposes and does not contemplate pecuniary gain or profit to the members thereof. The general nature of the objects and purposes of this Corporation shall be as follows:

a. To bear witness to Christ and to His Church by showing that the faith of Christians inspires them to work for the good of humanity;

b. To bring together men of good will and to assist them by mutual example and true friendship in drawing nearer to the Divine Model by fulfilling His essential precept; namely, the love of God in the person of their fellowmen;

c. To establish a personal contact between its members and those who suffer and to bring to the latter the most effacious and brotherly aid possible;

d. To coordinate, integrate, and stimulate efforts designed to accomplish the goals and objectives of this organization as provided in the by-laws of the organization and the Rule of the Society of St. Vincent De Paul as stated in the American Manual of the Society of St. Vincent De Paul (copyright, 1980).

e. This Corporation shall at all times be operated and conducted exclusively for the purposes hereinabove set forth, and all of the property and earnings of this Corporation shall at all times be operated and utilized in conformity with the following additional provisions:

(i) No part of the net earnings of this Corporation shall inure to the benefit of any private member or individual or to the benefit of any member, director or officer of this Corporation.

(ii) No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as permitted by Section 501(c) of the Internal Revenue Code.

(iii) This Corporation shall not participate or intervene in or campaign on behalf of any candidate for public office, except as may be permitted by pertinent provisions of the Internal Revenue Code.

(iv) The affairs of this Corporation shall be conducted in such manner that, under the laws of the United States of America from time to time in force, this Corporation will constitute an organization exempt from federal income taxation and any and all gifts, bequests and other transfers of property made to this

Corporation will be deductible for federal estate and gift tax purposes.

2. The foregoing paragraphs of this ARTICLE II are to be construed both as objects and powers, and it is hereby expressly provided that the objects and powers specified therein shall be in no sense limited or restricted by reference to or from the terms of any other paragraph or article of the Articles of Incorporation, but the objects and powers specified shall be regarded as independent objects and powers, and the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business, or to exercise any power, or to do any act which a corporation formed under chapter 617 of the Laws of the State of Florida and Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as amended from time to time, may not at the time lawfully carry on or do.

ARTICLE III

ORGANIZATION AND MEMBERSHIP

1. The Corporation is organized upon a nonstock basis and shares of stock shall not be issued. Membership in the Corporation shall be evidenced by the Membership Roll of the organization and shall consist of levels of membership as defined in the by-laws of the organization and the Rule of the Society of St. Vincent De Paul. No dividends shall be paid to members and no part of the net income of the Corporation shall be distributed to the members, directors, or officers of the Corporation.

2. Every person who applies for membership who has been qualified according to the requirements and provisions of the by-laws of the organization and the Rule of the Society of St. Vincent De Paul is entitled to membership in this organization.

ARTICLE IV

COMMENCEMENT AND TERM

The date of commencement of the existence of the Corporation shall be upon the filing of these articles by the Department of State and the Corporation shall have perpetual existence.

ARTICLE V

INCORPORATORS

1. The names and addresses of the original incorporators and subscribers to these Articles are as follows:

GERALD O'DONNELL	3515 S. E. 36th Avenue
	Okeechobee, Fl 34974

2. The initial membership of the corporation consists of those persons whose names appear on the membership roll of Sacred Heart - St. Peregrine Conference of St. Vincent de Paul, Okeechobee, Florida, as of the date of these Articles.

ARTICLE VI

OFFICERS AND TRUSTEES

1. The affairs of the corporation shall be managed by a Board of Directors consisting of not less than five (5) active members of the organization. The Board of Directors shall consist of all those members of the organization who, from time to time, shall have been duly elected in accordance with the by-laws of the organization. The terms of office of officers and directors shall be in accordance with the by-laws of the organization.

2. The names and addresses of the first Board of Directors

of the corporation, and of the President and Secretary of the corporation, who shall hold office until their successors are duly elected and shall have qualified are:

President/director	GERALD O'DONNELL	3515 S. E. 36th Avenue Okeechobee, Fl 34974
Secretary/director	BARBARA ISAMAN	1012 S. E. 5th Street Okeechobee, FL 34974
Treasurer/Director	MARGARET GOTCHLING	3167 N. E. 7th Lane Okeechobee, FL 34974
Director/ Spiritual Director	ANNE SHEA	1307 S. Parrott Avenue Okeechobee, FL 34974
Director	MARGARET FROGGATT	2612 S. E. 29th Street Okeechobee, FL 34974
Director	DOROTHY HUX	3235 S. E. 36th Avenue Okeechobee, FL 34974
Director	EDWARD ISAMAN	1012 S. E. 5th Street Okeechobee, FL 34974

ARTICLE VII

BY-LAWS

The initial By-Laws of the corporation shall be those By-Laws adopted by the Board of Directors of this corporation and the Board of Directors may amend, alter, or rescind such By-Laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time; however, such action shall only be taken in the manner provided for such adoption, amendment,

alteration, or rescission in the By-Laws and the Rule of the Society of St. Vincent De Paul.

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by an affirmative vote of two-thirds (2/3) of those directors present at said meeting, provided that a copy of said proposed amendment or amendments is mailed to each member of the Board of Directors at least ten (10) days prior to said meeting and provided that the proposed amendment or amendments shall have been submitted in writing and read at one previous regular meeting of the Board of Directors.

ARTICLE IX

DISSOLUTION

Should the Corporation be dissolved, other than incident to merger or consolidation, the Officers and Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the corporation by transferring said assets to the Council of St. Vincents de Paul Society, a lay organization, provided such

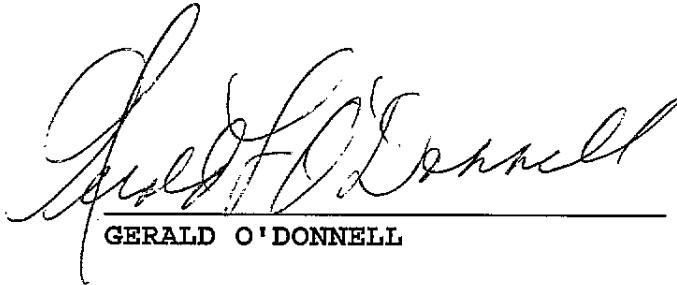
organization continues to exist at the time of such dissolution; otherwise the assets shall be disposed of exclusively for the purposes of the corporation by transfer, assignment, conveyance or delivery in a manner permitted under Section 501 (c) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law). Any of such assets not disposed of shall be disposed of by the proper Court of the County in which the principal office is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

DESIGNATION OF REGISTERED AGENT

In accordance with Chapter 48.091, Florida Statutes, the above named corporation, **SACRED HEART, ST. PEREGINE CONFERENCE OF ST. VINCENT DE PAUL**, has named **GERALD O'DONNELL**, 3515 S. E. 36th Avenue, Okeechobee, Florida 34974, as its initial Registered Agent to accept service of process within the State of Florida.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned, the incorporator of this Corporation, have executed these Articles of Incorporation this 17th day of August, 1998.


GERALD O'DONNELL

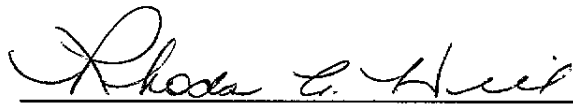
ACKNOWLEDGMENT

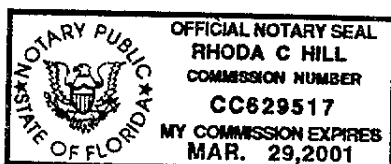
STATE OF FLORIDA
COUNTY OF OKEECHOBEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Okeechobee to take acknowledgments, personally appeared GERALD O'DONNELL, who are personally known to be one of the subscribers to the foregoing Articles of Incorporation who, after by me first duly sworn, acknowledged that he signed the same for the purposes herein expressed.


GERALD O'DONNELL

WITNESS my Hand and Seal at Okeechobee County, Okeechobee, Florida, this 17th day of August, 1998.


NOTARY PUBLIC
My Commission Expires:

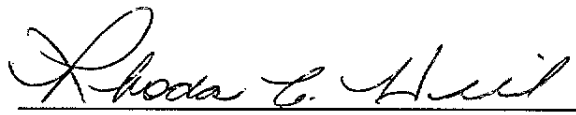


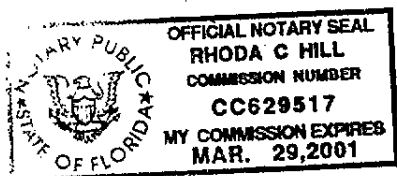
ACCEPTANCE OF REGISTERED AGENT

I hereby accept the position of Registered Agent for service of process upon the corporation, SACRED HEART, ST. PEREGRINE CONFERENCE OF ST. VINCENT DE PAUL


GERALD O'DONNELL

SWORN TO & SUBSCRIBED before me this 17th day of August, 1998, by GERALD O'DONNELL, who is personally known to me and who did not take an oath.


NOTARY PUBLIC
My Commission Expires:



FILED
98 AUG 24 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA