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MACFARLANE FERGUSON MCMULLEN

TEL: 442 8470

P. 001

Division of Corporations

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Florida Department of State

Division of Corporations

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Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)

Account Number : 071005001001

Phone : (813) 441-8966

Fax Number : (813) 442-8470

FLORIDA NON-PROFIT CORPORATION

MOUNT ZION OUTREACH, INC.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MOUNT ZION OUTREACH, INC.**

**ARTICLE I
Name and Address**

The name of this corporation not-for-profit shall be MOUNT ZION OUTREACH, INC.

**ARTICLE II
Term**

The term for which this corporation shall exist shall be perpetual.

**ARTICLE III
Principal Office**

The principal office of the corporation is located at 825 Howard Street, Clearwater, Florida, 33756.

**ARTICLE IV
Purposes**

The corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes, incorporated on a non-stock basis. The corporation is to be formed exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1994, or the corresponding provision of any future United State Internal Revenue law. Specifically, the object, general nature and purpose of this corporation shall be to:

1. To encourage and promote the material, social, and other needs of the residents of the northern Pinellas County area in and surrounding the City of Clearwater,

J. Matthew Marquardt - Fla Bar #981982
Macfarlane Ferguson & McMullen
P.O. Box 1669
clearwater, FL 33757
(727) 441-8966

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Florida.

2. To cooperate with all community agencies, governmental authorities and churches in improving the life in the neighborhood served.
3. To provide services which may accomplish the above stated purposes.
4. To acquire properties by gift from individuals, from church organizations, governmental entities, or elsewhere, so long as said properties are without cost, except for normal closing costs; to rehabilitate said properties, and if appropriate, use said properties as development housing, or sell said properties, so long as the proceeds of the sale are used for charitable purposes, as defined in Section 501(c)(3) of the Internal Revenue Code.

In furtherance of these purposes, the corporation may:

- A. Contract with other organizations, for profit and not-for-profit, with individuals, and with government agencies.
- B. Own, lease, or otherwise deal with all property, real or personal, to be used in furtherance of these purposes.
- C. Engage in any lawful act or activity for which corporations may be organized under the Florida Not-For-Profit Corporation Act.
- D. Solicit and receive contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes referred to in Article IV herein.

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ARTICLE V
Powers

This corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Chapter 617 of the Florida Statutes provided, however, that none of the powers granted to this corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the corporation has been formed as set forth in Article IV.

ARTICLE VI
Prohibited Acts

This corporation shall operate exclusively for charitable, religious or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code, in the course of which operation:

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its individual members, directors, officers, or other 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.

B. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue code, or (b) by a corporation, contributions to which are deductible under §170 (c)(2) of the Internal Revenue Code.

ARTICLE VII
Dissolution

The corporation may be dissolved with the assent given in writing and signed by not less

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than two-thirds (2/3) of the voting membership. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the corporation, shall distribute, in any proportions considered prudent, all of the assets of the corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) and §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations which shall at the time qualify as an exempt organization or organizations under §501(c)(3) and §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue law), as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII Original Subscribers

The names and addresses of the original subscribers of these Articles of Incorporation are as follows:

Gloria Campbell
1077 Weathersfield Drive
Dunedin, FL 34698

Stephen O. Cole
925 Bay Esplanade
Clearwater, FL 33767

Leontyne Middleton
920 Pallanza Drive South
St. Petersburg, FL 33705

Kristie C. Mack
5194 Foxbridge Circle
Clearwater, FL 33705

ARTICLE IX

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Members

The membership of the Corporation shall be the contributors to and supporters of the Corporation. The conditions of membership and for termination of membership shall be set forth in the bylaws of the Corporation.

ARTICLE X

Board of Directors and Officers

The management of the affairs of this corporation is vested in its Board of Directors which shall consist of not less than three (3) and not more than fifteen (15) members. All members of the Board shall be elected or appointed in the manner and for the terms prescribed in the Bylaws of the corporation, and shall hold office until their respective successors are duly elected and qualified.

The Board of Directors, at its annual meeting, shall elect a President, Secretary and Treasurer, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Any individual may hold two or more corporate offices. The officers of the corporation shall have such duties as may be specified by the Board or by the Bylaws of this corporation. Compensation for any of such officers, if any, shall be fixed by the Board. Vacancies occurring on the Board or among the officers shall be filled in the manner prescribed by the Bylaws or this corporation. The names and addresses of the initial board of directors are:

Gloria D. Campbell
1077 Weathersfield Drive
Dunedin, FL 34698

Stephen O. Cole
925 Bay Esplanade
Clearwater, FL 33767

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Dr. Theresa C. Goss
1201 MacCrae Avenue
Clearwater, FL 33753

Rowland Johnson
1883 Balboa Lane
Clearwater, FL 33756

Kristie C. Mack
5194 Foxbridge Circle
Clearwater, FL 33705

Betty Perry
1037 West Avenue
Clearwater, FL 33753

Audrey Lytle
1143 Barbara St
Largo, FL 33770

Leontyne Middleton
920 Pallanza Drive South
St. Petersburg, FL 33705

Robert C. Young
1091 Weathersfield Drive
Dunedin, FL 34698

ARTICLE XI

Initial Officers

The names of the persons who are to serve as officers of this corporation until their successor in office are duly elected are:

President:	Leontyne Middleton
Secretary:	Dr. Theresa C. Goss
Treasurer:	Kristie C. Mack

ARTICLE XI

Bylaws

The Bylaws of the corporation shall be adopted by the Board of Directors at its initial meeting. All subsequent amendments shall be made by the Board of Directors at a regular or special meeting.

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ARTICLE XII
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by the majority vote of the Board of Directors of this corporation, present and voting, at any meeting of the Board of Directors called for that purpose provided that such meeting shall be held after first giving thirty (30) days written notice mailed to each member of the Board of Directors at his or her last known address. Prior written notice may be waived by the members of the Board of Directors provided the waiver of notice be in writing.

ARTICLE XIII
Registered Agent

The name of the initial registered agent of this corporation is Stephen O. Cole, Esquire, 625 Court Street, Suite 200, Clearwater, FL 33756.

ARTICLE XIV
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of January, 1999.

In the Presence of:

MOUNT ZION OUTREACH, INC.

RC. Gentry
William C. Campbell

Gloria Campbell (SEAL)
Gloria Campbell

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Shirley J. Rallins
Dawn Johnson

Stephen O. Cole (SEAL)
 Stephen O. Cole

R.C. Young
William C. Campbell

Kristie C. Mack (SEAL)
 Kristie C. Mack

R.C. Young
William C. Campbell

Leontyne Middleton (SEAL)
 Leontyne Middleton


STATE OF FLORIDA
 COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Gloria Campbell, to me personally known or who has produced Personally Known as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this ____ day of _____, 1998.

Robert C. Young
 Notary Public
 Print Name Robert C. Young
 My Commission Expires:

STATE OF FLORIDA
 COUNTY OF PINELLAS

 Robert C. Young
 My Commission CC778872
 Expires October 2, 2002

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Stephen O. Cole, to me personally known or who has produced n/a as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 25th day of January 1998/1999.



Dawn S. Johnson
 MY COMMISSION # 0084418 EXPIRES
 June 24, 2000
 BONDED THRU TROY FARM INSURANCE, INC.

Dawn S. Johnson
 Notary Public
 Print Name Dawn S. Johnson
 My Commission Expires:

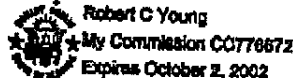
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STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Kristie C. Mack, to me personally known or who has produced Personally Known as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this ____ day of _____, 1998.

Robert C. Young
Notary Public
Print Name Robert C. Young
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Leontyne Middleton, to me personally known or who has produced Personally Known as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this ____ day of _____, 1998.

Robert C. Young
Notary Public
Print Name Robert C. Young
My Commission Expires: _____



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MACFARLANE FERGUSON MCMULLEN

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service of process for MOUNT ZION OUTREACH, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.



Stephen O. Cole

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TALLAHASSEE, FLORIDA

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