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Dear Sirs:

If you have any questions, or require any additional information, please feel free to contact me at the above listed telephone number. Your attention to this matter is greatly appreciated.

Mr Rogers

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99 FEB -5 AM 11:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

FOR

MID-PINELLAS HOMELESS OUTREACH, INC.

The undersigned, acting as incorporators of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the Corporation shall be:

MID-PINELLAS HOMELESS OUTREACH, INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business has not yet been determined. The mailing address of this corporation shall be:

P. O. Box 2305
Pinellas Park, FL 33780

ARTICLE III PURPOSE

- A. Mid-Pinellas Homeless Outreach, Inc. is a not-for-profit corporation organized within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, is exclusively charitable, literary, and educational. The specific purpose of this corporation is to provide services to the homeless by providing food, clothing, showers, telephone, mailing address, counseling, and information and referrals to other agencies. Mid-Pinellas Homeless Outreach, Inc. serves as a vehicle to address the basic needs for survival of the disenfranchised.
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.
- C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried out by nonprofit corporations under the Internal Revenue

Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

The manner in which directors are appointed or elected is set forth in the Bylaws.

ARTICLE V LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

- Section 1. The corporation will have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgement, or liability arising out of, or asserted to arise out of, conduct of such person in his/her capacity of director, officer or employee (except in cases involving willful misconduct). The corporation will have the power to purchase or procure insurance for such purposes.
- Section 2. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation. Such authority may be general or confined to specific instances.
- Section 3. All checks, drafts, and other orders for payment of funds will be signed by such officers or such other persons as the Board of Directors may from time to time designate. All documents will require two (2) such signatures, at least one of which must be that of a member of the Board of Directors and the other may be of the Executive Director.
- Section 4. The corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and it will keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his/her agent or attorney for any proper purpose at any reasonable time.

Section 5. The fiscal year of the corporation will be October 1 through september 30 of each year.

Section 6. The Board of Directors may amend these bylaws as necessary.

Section 7. Notwithstanding any other provision of these articles, this organization shall not carry on any activity not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 8. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any furture Federal tax code, or shall be distributed to the Federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation 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 VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Lynn M. Rogers
3826 26th Street North
St. Petersburg, FL 33714

ARTICLE VII INCORPORATORS

The names and street addresses of the incorporators for these Articles of Incorporation are:

Lynn M. Rogers
3826 26th Street North
St. Petersburg, FL 33714

Ray Anctil
3390 Gandy Blvd. #161
St. Petersburg, FL 33702

Debbie Rowland
3534 4th Avenue North
St. Petersburg, FL 33713

Kathy Dembek
6838 3rd Street North
St. Petersburg, FL 33702

The undersigned incorporators have executed these Articles of Incorporation this
3rd day of February, 1999.

Signatures of the Incorporators:

Lynn Rogers

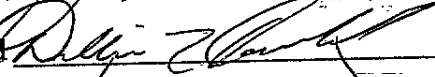
Ray Anctil

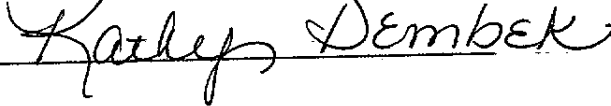
Debbie Rowland

Kathy Dembek









**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

MID-PINELLAS HOMELESS OUTREACH, INC.

The name and address of the registered agent and office is:

Lynn M. Rogers
3826 26th Street North
St. Petersburg, FL 33714

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of all my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

SIGNATURE



DATE

2/3/99