

ATKINSON, DINER, STONE, MANKUTA & PLOUCHA, P.A.

ATTORNEYS AT LAW

WILSON C. ATKINSON, III
JESSE H. DINER
ADELE I. STONE*
DAVID B. MANKUTA
LAWRENCE M. PLOUCHA
EDWARD HEILBRONNER**
BERNARD C. PESTCOE
RICHARD B. SABRA
KIMBERLY HALL DOYLE
MARGARET Z. VILLELLA
MARK B. MILROT
HOWARD ALLEN COHEN*
BARRY S. SCHINDER

N99000000910

POST OFFICE DRAWER 222088
1946 TYLER STREET
HOLLYWOOD, FLORIDA 33022-2088
TELEPHONE (954) 925-5501
MIAMI (305) 944-1882
BOCA RATON (561) 429-3882
TELEFAX (954) 920-2711

* BOARD CERTIFIED IN REAL ESTATE
** BOARD CERTIFIED IN TAXATION

Certified Mail
Return Receipt Requested

February 9, 1999

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

600002773336--3
-02/11/99-01083-002
*****78.75 *****78.75

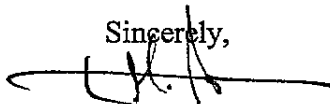
Re: The Shepherd of the Streets Ministries, Inc.

To Whom It May Concern:

Enclosed are an original and one copy of Articles of Incorporation of the captioned proposed not-for-profit corporation, both signed February 4, 1999. Please file the original Articles and return to me a certified copy of the Articles. A check in the amount of \$78.75 is enclosed to cover the cost of the filing, registered agent and certified copy fees.

Thank you for your prompt attention to this matter.

Sincerely,



L.M. Ploucha

LMP/nlc
Enclosures
cc: Mr. Eric W. Shoemaker

FILED
99 FEB 11 AM 10:29
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
THE SHEPHERD OF THE STREETS MINISTRIES, INC.
(a corporation not for profit)

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TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of this corporation is THE SHEPHERD OF THE STREETS MINISTRIES, INC.

ARTICLE II

PURPOSE

1. The purpose of the corporation is to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereunder set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes or to make contributions to organizations duly authorized to carry on charitable, religious, scientific, literary or educational activities within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code; to solicit and receive gifts, bequests, donations, contributions, conveyances, deeds of real estate, stocks, securities or commodities and devises of monies and properties and to use and apply the net income and principal exclusively and in furtherance of the undertakings of the corporation; to receive, own, hold, administer, distribute and dispose of properties of all kinds, whether real, personal or mixed, and whether acquired by gift, bequest, devise, purchase or otherwise; to borrow monies and to do and perform all lawful acts necessary, suitable and proper for the purposes hereinbefore enumerated. Provided, however, that unless specified by donors, grantors and contributors to the contrary, all sums of money, property,

securities or commodities and donations of every kind shall be considered as permanent funds and used and applied to the purposes and uses above enumerated.

2. No part of the earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any other person (except that the corporation may pay reasonable compensation for services rendered to or on behalf of the corporation and may make other payments and distributions in furtherance of one or more of its purposes), and no member, director or officer of the corporation, or any other person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

3. The corporation shall not engage in any act of self dealing as defined in section 4941 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

4. The corporation shall not retain any excess business holding as defined in section 4943(c) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

5. The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes within the meaning of section 4944 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

6. The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

7. The corporation, during any period it is a private foundation as defined in section 509 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, shall distribute for the purposes specified herein, for each taxable year, amounts sufficient to avoid liability for the tax imposed by section 4942(a) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

8. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not have objectives nor engage in activities which would characterize it as an "action organization" as defined in section 1.501(c)(3)-1(c)(3) or the treasury regulations, as it now exists or may hereafter be amended.

9. Notwithstanding any other provisions 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 of 1986, or the corresponding section of any future Federal tax code.

ARTICLE III

MEMBERS

The qualification of members and the manner of their admission shall be determined under and pursuant to the Bylaws of this corporation.

ARTICLE IV

BOARD OF DIRECTORS

This corporation shall have no less than three (3) Directors at any time. The names and post office addresses of the initial directors, who shall serve as such until the first election or appointment of directors under and pursuant to the Bylaws of this corporation, are:

<u>Name</u>	<u>Address</u>
VINCENT TIRADO	18601 S.W. 210 th Street Miami, Florida 33187

ERIC W. SHOEMAKER

27420 S.W. 167th Court
Homestead, Florida 33031

JACK FAUCETT

975B North Franklin Avenue
Homestead, Florida 33034

ARTICLE V

MAILING ADDRESS AND PRINCIPAL OFFICE

The corporation's initial principal office and mailing address is:

145 N.E. 10th Street
Homestead, Florida 33030

ARTICLE VI

BYLAWS

The Bylaws of this corporation shall be adopted by its Directors, and shall thereafter be adopted, amended or repealed by its Directors under and pursuant thereto.

ARTICLE VII

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Eric W. Shoemaker
27420 S.W. 167th Court
Homestead, Florida 33031

ARTICLE IX

DISSOLUTION

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE X

COMMENCEMENT DATE

Corporate existence will commence on the date these Articles are filed with the Secretary of State.

ARTICLE XI

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

Eric W. Shoemaker
27420 S.W. 167th Court
Homestead, Florida 33031

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.



ERIC W. SHOEMAKER

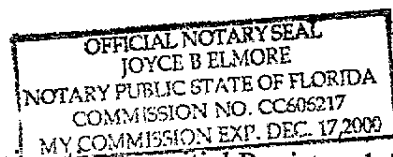
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 4 day of FEB, 1999, by ERIC W. SHOEMAKER, to me personally known or produced identification . Type of Identification produced FLADL.

FLDL 552621947 2500


Name: JOYCE B. ELMORE, V.P.
Notary Public



The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of Florida law applicable to said designation.


ERIC W. SHOEMAKER

FILED
99 FEB 11 AM 10:29
CLERK OF STATE
TALLAHASSEE, FLORIDA