

TRANSMITTAL LETTER

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Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$87.50
Filing Fee	Filing Fee,
& Certified Copy	Certified Copy
	& Certificate of
	Status
ADDITIONAL COPY REQUIRED	

789,2544,619,2556,2553,611,2551,2550
2/99-4049

D. BROWN FEB 24 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 17, 1999

JOY COOPER
1147 HAMPTON STREET
CLERMONT, FL 34711

SUBJECT: ANGELS WITH MERCY, INC.
Ref. Number: W99000004049

We have received your document for ANGELS WITH MERCY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown

Document Specialist

Letter Number: 199A00007206

**ARTICLES OF INCORPORATION
OF**

SOUTHLAKE'S ANGELS OF MERCY, INC.
(A Corporation Not-for-Profit)

The undersigned natural persons of legal age, acting as incorporators for the purpose of creating a corporation not-for-profit under the laws of the State of Florida as provided in Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I
Name and Address

The name and address of this corporation shall be: **SOUTHLAKE'S ANGELS OF MERCY, INC.**
1147 HAMPTON STREET, CLERMONT, FL. 34711

ARTICLE II
Duration

The corporation shall have perpetual existence.

ARTICLE III
Purpose

Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes 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).

ARTICLE IV
Powers

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following 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, directors, officers, or other private 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 in Article III 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 publishing or distribution of statements) any other provision 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 Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(7)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
- (b) No member, director, officer, or private individual, shall be entitled to share in

the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the residual assets of the corporation to one or more organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1968 (or the corresponding provision of any future United States Internal Revenue law) or to a Federal, State or local government for exclusive public purpose, as the Board of Directors shall determine.

- (c) The corporation shall not engage in any prohibited activity as defined in Florida Statue Section 617.0835, or as subsequently amended.

ARTICLE V **Membership**

The corporation shall have no capital stock, and shall be composed of Members rather than stockholders. The membership of the corporation shall consist of the individuals consisting of the Board of Directors hereinafter provided, and their successors in office.

ARTICLE VI **Incorporators**

The name and address of the original subscriber is: JOY COOPER _____
1147 HAMPTON STREET, CLERMONT, FL 34711.

ARTICLE VII **Officers**

The officers of the corporation shall consist of a President, a Secretary and a Treasurer and such other officers and assistant officers as the Board of Directors shall provide for in the Bylaws of the corporation. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Vacancies shall be filled by the Board of Directors at any regular or specially called meeting. The names and addresses of the first officers who shall manage the affairs of the corporation until their successors are elected or appointed and are duly qualified are:

President:	Carolyn J. McCracken
Secretary:	Nethia McConnell
Treasurer:	Mary Elizabeth Schrader

ARTICLE VIII **Board of Directors**

Control of the affairs of the corporation shall be vested in the Board of Directors consisting of not less than three (3) Directors, who shall be elected on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one(1) year as provided in the Bylaws. The number of Directors may be increased or decreased, by a two third (2/3) vote of the Board of Directors, but shall never be less than three (3) Directors. The initial Board of Directors shall be composed of three (3) Directors. The Board of Directors shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Vacancies on the Board of Directors shall be filled by a two-thirds (2/3) vote of the remaining members of the Board. Any members of the Board of Directors elected by the Board of Directors to fill a vacancy shall hold office until the next annual meeting of the Board of Directors. Each member of the Board of Directors need not be a member of the corporation as a condition precedent to election or appointment to the Board. The Board of Directors may be organized into one (1) or more separate categories of Directors as

provided in the Bylaws. The name and addresses of the first members of the Board of Directors who shall serve until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Carolyn J. McCracken	12500 Lake Ridge Circle Clermont, FL 34711
Nethia McConnell	937 Disston Avenue Clermont, FL 34711
Mary Elizabeth Schrader	1394 West Lake Shore Clermont, FL 34711

ARTICLE IX
Informal Action

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE X
Amendment of Bylaws and Articles of Incorporation

The Bylaws and Articles of Incorporation may be amended or repeated by the Board of Directors by an eighty percent (80%) vote at any regular or special meeting of the Board of Directors. All proposed Amendments shall be submitted to each member of the Board of Directors at least ten days prior to the meeting date.

ARTICLE XI
Registered Office and Agent

The registered office of the corporation shall be: 1147 Hampton Street, Clermont, FL 34711.

The registered agent shall be: JOY COOPER

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this February 10, 1999.

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

PURSUANT TO THE PROVISIONS OF SECTION 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:

Southlake's Angels of Mercy, Inc
(must include suffix)

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

Joy Cooper
(NAME)

1147 Hampton Street
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Clermont, FL 34711
(CITY/STATE/ZIP)

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 statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Joy D Cooper
(SIGNATURE)

INCORPORATOR/REGISTERED AGENT

2-22-99
(DATE)