

N99000002421

HENRY LAWRENCE PERRY, P.A.
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PANAMA CITY, FL 32411-7334
(850) 230-6347

April 8, 1999

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

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*****70.00 *****70.00

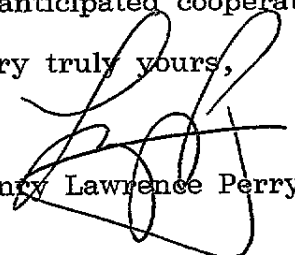
RE: *El Shaddi Ministries of America, Inc.*

Dear Sir/Madam:

Enclosed is the original and one copy of Articles of Incorporation for the above-named Florida corporation. Also enclosed is a check in the amount of ~~\$122.50~~ ^{70.00} representing payment for the filing of this document.

Thank you for your anticipated cooperation and assistance.

Very truly yours,


Henry Lawrence Perry

Enclosures

T. SMITH APR 19 1999

ARTICLES OF INCORPORATION
OF
El Shaddi Ministries of America, Inc.

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a non-profit corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is El Shaddi Ministries of America, Inc.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be conducted by this corporation shall be to raise money and promote volunteer activity to educate and train un-wed mothers, as well as provide a place to deal with emotional wounds of children who were abused, neglected, or abandoned by parents; however, the corporation shall also have power to do all things that now are or may hereafter be allowed to non-profit corporations by the laws of Florida and by the laws of the United States of America.

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This corporation is not authorized to issue shares of stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this corporation is:

Henry L. Perry, Esq.
432 McKenzie Avenue
Panama City, FL 32401

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the directors but shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

The names of the initial directors of this corporation and the initial directors' street address are:

Elizabeth B. Haiman, LCSW
9851 Thomas Drive; Suite 209
Panama City, FL 32408

Linda Lease
Edward Lease
9851 Thomas Drive; Suite 209
Panama City, FL 32408

The persons named as initial directors shall hold office for one year or until a successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII - INCORPORATORS

The names and address of the persons signing these Articles are the initial Board of Directors and are listed above.

ARTICLE IX - LIMITATION OF POWERS

Notwithstanding any other provision of these articles, El Shaddi Ministries of America, Inc. shall not carry on any activities 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.


ARTICLE X - ASSET DISTRIBUTION
UPON DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purpose 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. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle 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 XI - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on the _____ day of _____, 1999.

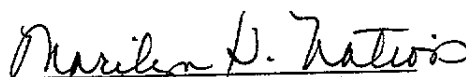


Elizabeth B. Haiman, LCSW, Incorporator

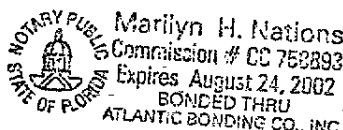
STATE OF FLORIDA
COUNTY OF Duval

BEFORE ME, personally appeared Elizabeth B. Haiman, LCSW, well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this the 9 day of April, 1999.



NOTARY PUBLIC
My Commission Expires:



Linda Lease

Linda Lease, Incorporator

STATE OF FLORIDA

COUNTY OF Duval

BEFORE ME, personally appeared Linda Lease, well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this the 9 day of April, 1999.

Marilyn H. Nations

NOTARY PUBLIC
My Commission Expires:



Marilyn H. Nations
Commission # CC 758893
Expires August 24, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Edward Lease

Edward Lease, Incorporator

STATE OF FLORIDA

COUNTY OF Duval

BEFORE ME, personally appeared Edward Lease, well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this the 9 day of April, 1999.

Marilyn H. Nations

NOTARY PUBLIC
My Commission Expires:



Marilyn H. Nations
Commission # CC 758893
Expires August 24, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED FOR El Shaddi Ministries of America, Inc.

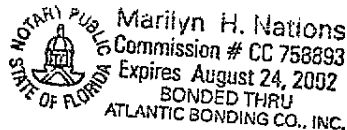
In compliance with Section 48.091, Florida Statutes, the following
is submitted:

That El Shaddi Ministries of America, Inc., desiring to organize and
qualify under the laws of the State of Florida, with its principle place
of business at 9851 Thomas Drive; Suite 209, Panama City, Florida and has
named Henry L. Perry, Esq., 432 McKenzie Avenue, Panama City , Florida,
32401 as its agent to accept service of process within Florida.

Dated this the 8th day of April, 1999.

Linda Lease
President

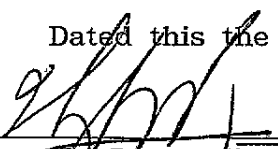
Marilyn H. Nations
NOTARY PUBLIC
Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
OF El Shaddi Ministries of America, Inc.

The undersigned, having been named to accept service of process for the above-named corporation, El Shaddi Ministries of America, Inc., agrees to act in this capacity and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.


Dated this the 9th day of April, 1999.


Henry L. Perry, Esq.
432 McKenzie Avenue
Panama City, Florida, 32401

STATE OF FLORIDA

COUNTY OF Bay

The foregoing instrument was acknowledged before me this the 9 day of April, 1999.


NOTARY PUBLIC
My Commission Expires:

