

**Patrick V
Kennedy**

Patrick V Kennedy
120 Desoto Parkway
Satellite Beach, Florida 32937

Phone: 407-777-5853
Fax: 407-773-0749 (call first)
E-mail: pkennedy@iu.net

Monday, April 20, 1999

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

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-04/26/99-01067-009
*****70.00 *****70.00

Gentlemen:

In re: SHEPHERD'S CENTER OF MELBOURNE, INC.

Enclosed is and original and one copy of the articles of incorporation and check for \$70.00.

If there are any questions, please do not hesitate to call at the aforementioned telephone or telefax.

Sincerely yours,

Patrick V Kennedy

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FILED
99 APR 26 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH APR 28 1999

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator 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:
SHEPHERD'S CENTER OF MELBOURNE , INC.

ARTICLE II - Principal Place of Business and Mailing Address:

The principal place of business and the mailing address of this corporation shall be:
120 Desoto Parkway, Satellite Beach, Florida 32937

ARTICLE III - Purpose

The specific purposes for which the corporation is organized are:

The Shepherd's Center of Melbourne is an interfaith organization with the mission to shape a new image of aging that will provide an opportunity for older adults to enhance their quality by:

- * Being creative and productive through their later years
- * Using their talents and skills and knowledge to benefit others
- * Serving as a conduit for information and referral to services available through other agencies both public and private for the purpose of linking persons and resources
- * Developing programs especially suited to feed the mind and spirit of older persons to enhance life satisfaction through artistic expressions, community service, caring relationships, lifelong learning and the discovery of inner resources.

The Shepherd's Center of Melbourne accepts the responsibility to provide the leadership necessary to promote, aid and assist the establishment of other Shepherds Centers in Brevard County area.

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TALLAHASSEE, FLORIDA

page 2:.....

This organization is organized exclusively for and will operate exclusively for charitable, educational, religious, or scientific purposes including, for such purposes, the making of distributions to organizations that qualify or exempt organizations under Section 501c3 of the Internal Revenue Code or corresponding Section of any future Federal Tax Code.

Notwithstanding with 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 Section 501c3 of Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation to which contributions are deductible under Section 170c2 of Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law) It shall have all the authority permitted for not for profit organizations to engage in any or all lawful activities permitted under the laws of the United States of America, The State of Florida , or any other state, country, territory or nation.

ARTICLE IV - Manner of Election of Directors.

The affairs of the corporation shall be managed by a Board of Directors. The Board shall have the power to admit members of the corporation in such manner, subject to such qualifications, and upon such terms and with such rights as may be provided from time to time by By-Laws of the corporation.

ARTICLE V. Limitation of corporate powers..

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI. Initial registered agent and street address:

The name and the street address of the initial registered agent is:
Patrick V. Kennedy, 120 Desoto Parkway, Satellite Beach, Florida 32937

ARTICLE VII. Incorporators

The name and the street address of the incorporator for these articles of Incorporation is:

~~EDWARD PALMER~~, 1881 PINEAPPLE AVENUE, Melbourne, Fla 32935

GEORGE E. PALMER

ARTICLE VIII. DISSOLUTION


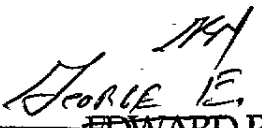
UPON DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS SHALL, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISPOSE OF ALL OF THE ASSETS OF THE CORPORATION TO ANOTHER ORGANIZATION OR ORGANIZATIONS WHICH ARE ORGANIZED AND OPERATED FOR THE SAME PURPOSES FOR WHICH THIS CORPORATION IS ORGANIZED OR TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, RELIGIOUS, LITERACY, OR SCIENTIFIC PURPOSE AS SHALL AT THE TIME AT TIME QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATION UNDER SECTION 501C3 OF INTERNAL REVENUE CODE OF 1954 AS AMENDED, AS THE BOARD OF

DIRECTORS SHALL DETERMINE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE CIRCUIT COURT OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATIONS OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

ARTICLE IX.

THE MEMBERS OF THIS CORPORATION SHALL HAVE NO RIGHTS, TITLE OR INTEREST WHATSOEVER IN ITS INCOME, PROPERTY, OR ASSETS, NOR SHALL ANY PORTION OF SUCH INCOME, PROPERTY, OR ASSETS BE DISTRIBUTED TO ANY MEMBER ON THE DISSOLUTION OR WINDING UP OF THIS CORPORATION. MEMBERS OF THIS CORPORATION SHALL NOT BE PERSONALLY LIABLE FOR THE DEBTS, LIABILITIES OR OBLIGATIONS OF THE CORPORATION AND SHALL NOT BE SUBJECT TO ANY ASSESSMENTS.

The undersigned incorporator has executed these Articles of Incorporation this 5TH day of April 1999.

 
EDWARD PALMER Incorporator

process, there is a capacity to the system to accept