

**God's Calling  
Gospel Holiness  
Church Inc.**

102000004077

God's Calling Gospel Holiness  
Church Inc.  
2261 NW 58th Street Miami,  
Florida 33142

Phone: 305-634-7659  
FAX: 305-634-1224  
email: bishopjones49@hotmail.com

Wednesday, May 22, 2002

Willie J. Jones  
2261 NW 58 Street  
Miami, Florida 33142

Division Of Corporations  
Corporate Records  
PO Box 6327  
Tallahassee, Florida 32314

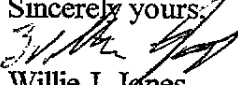
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TALLAHASSEE, FLORIDA

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\*\*\*\*\*78.50 \*\*\*\*\*78.50

Dear Ladies or Gentlemen  
Subject: Acknowledgement of Fees

Please find enclosed a money order in the amount of \$78.50 for the Articles of Incorporation for **HELPING HURTING WOMEN HEAL INC.** Please forward all documents to, 2261 NW 58 Street, Miami, Florida 33142; in care of Willie Jones. Sending information to any other address will delay processing efforts.

Thank you for your corporation and understanding.

Sincerely yours:  
  
Willie J. Jones



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*The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for profit Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

**ONE:** The name and address of this principal corporation is:  
HELPING HURTING WOMEN HEAL INC..  
. 900 NW 84th Street Miami, Florida 33150 in Dade County.  
The Corporation is organized pursuant to the Florida Corporation Code.

**TWO: Purpose**

To establish structured support services charitable and educational purposes to aid the poor and disadvantaged individuals and families towards a life of self-sufficiency The objectives and purposes for which this organization is constituted and this corporation are: The purposes for which the corporation is organized are exclusively religious, charitable and educational within the meaning of the section 501c3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue Law

The purpose of the corporation shall be: to cultivate, promote, promulgate and extend, educational and charitable works, such as drug rehabilitation counseling and facilities, feeding program for the elderly, and women in distress counseling; to help abused women heal, to teach and help people of all race, creed and color by ways of media; to adopt, and establish By-laws, and management of its affairs, in accordance with the law and not inconsistent with these Articles of incorporation; take, manage and dispose of property, real and personal, buy and sell of the Corporation. To borrow money contract debt, and lease bonds, notes and debentures, and secure payments or performance of its obligations. To do all acts necessary or expedient for the administration of the affairs and attainment of the purpose of the corporation, including e.g., the establishment of schools, seminars, youth center, etc. oriented to organizational principles. Building and establishing business enterprises, the profits from which, will be used to further the development of the corporations basic goals and objectives. To assist in the processing of funds for the purpose of retaining businesses in our community. To purchase businesses that might be headed for demise for the purpose of reinvigorating those business and providing additional employment opportunities to our community. To own and operate educational enterprises for the purpose of training individuals and retaining good quality employees for the business in our community. Purpose is to increase the supply of affordable housing programs and services available to low-income people To operate as a community development corporation within our stated catchment area. Being able to service, setup, operate in foreign and domestic, national and international, { global } boundaries.

The Corporation shall have the power either directly or in directly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other entities to accomplish organization whose activities are such as to further, accomplish, foster, buying property or attain any of such purpose Notwithstanding any thing herein to the contrary, the corporation exempt purposes of organization set fourth in section 501 (c)(3) of the internal Revenue Code.

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STATE OF FLORIDA

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This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The corporation is organized under the Nonprofit Public Benefit Corporation Law, for charitable and educational purposes to aid the poor and disadvantaged individuals and families towards a life of self-sufficiency, The programs will consist of but shall not be limited to: Seminars, Outreach Advocacy Programs for the Homeless and Disadvantaged, Health Care, Housing, Employment, Warfare Reform, Literacy. Counseling, Temporary Shelter, Teenage Pregnancy, Job Training, Job Placement, and Acquisition. Substance Abuse Awareness and Prevention, Tutoring, AIDS Awareness, Elderly Care and other programs to aid those in need.


### CONFLICT OF INTEREST

Section 10.1 Conflict Of Interest Any director, officer, or key employee who has an interest in a contract, salary negotiation, or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

**THREE:** The duration of this corporation shall be perpetual.

**FOUR:** The address of the registered office is. HELPING HURTING WOMEN HEAL INC.. 900 NW 84th Street Miami, Florida 33150 in Dade County. The registered agent, at said office is:

  
NAME: Camilla Mathis  
ADDRESS: 900 NW 84th Street  
Miami, Florida 33150,

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**FIVE:**

(a) This corporation is organized and operated exclusively for Religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) No part of the net earnings of the organization shall inure to the benefits of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the clause hereto. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office Notwithstanding any other provision of these Articles, this Corporation. Shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation. The Corporation will exercise only those rights and powers conferred by the laws of the State of Florida nonprofit corporation.

Notwithstanding any other provision of these article, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501c3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue Law. The Corporation will exercise only those rights and powers conferred by the laws of the State of Florida upon nonprofit corporation.

**SIX:** The directors are elected in accordance with the By- Laws. The names and addresses of the persons appointed to act as the initial directors of this corporation are:

<b>NAME</b>	<b>ADDRESS</b>
Camilla President	900 NW 84th Street Miami, Florida 33150
Lakisha Coleman Vice President	17600 NW 10th Court Miami, Fla. 33169
Willie J. Jones Director	2261 NW 58th Street Miami, Florida 33142

**SEVEN:** The property of this corporation is irrevocably dedicated to Religious and Charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or the benefit of any private person.

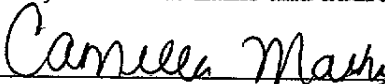
**EIGHT:** Upon dissolution of the Corporation, the Board of Directors shall. After paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the asset of the corporation in such manner, to such organization exclusively for the purpose of the corporation or corporations organized and operated exclusively for charitable, educational, religious, or scientific or No person, firm. Or corporation shall ever receive any dividends or

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profit from the undertakings of this corporation; and upon dissolution of this 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 off any future federal tax code. Or shall be distributed to the Federal, State of Local government For 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.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations which themselves are exempt as organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose. Establishment of Other organization(s) This ministry has a vision to see the gospel preached all over the world. Our goal is establish other Ministers in other cities; states and international as the Lord lead and directs us. Upon the dissolution of this corporation, assets will 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 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 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.

NINE: Executive on Wednesday, May 08, 2002. The name and address of the incorporator of this corporation shall be



NAME: Camilla Mathis

900 NW 84th Street  
Miami, Florida 33150

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*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. 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.*

Camillea Matus  
Signature/ Registered Agent

May 22, 2002  
Date

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02 MAY 28 AM 10:38  
TALLAHASSEE  
FLORIDA  
STATE