

CAPITAL CONNECTION, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Way of Life International
Ministries, Incorporated

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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- Merger File _____
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ARTICLES OF INCORPORATION
of
THE WAY OF LIFE INTERNATIONAL
MINISTRIES, INCORPORATED

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ARTICLE ONE
NAME

The name of the corporation shall be:

The Way of Life International Ministries, Incorporated

ARTICLE TWO
PURPOSES

The purpose or purposes for which this corporation is formed are as follows:

(a) To establish and maintain an evangelistic association to spread the gospel of Jesus Christ both in the United States and abroad throughout the world as the Lord leads. (Jeremiah 50:2; Matthew 24:14; Romans 1:16; I Peter 1: 24-25; Psalms 51:13; I Corinthians 9:16)

(b) To provide a prayer ministry to assist those in the Ministry and those in need who need agreement in receiving a touch from the Lord. (Acts 12:5, 14:23, 16:9, 8:22; Isaiah 53:12; Romans 8:27, 34; I Timothy 2:1-4)

(c) To disseminate the Gospel of Jesus Christ and the Word of God, to the end that people may be evangelized and believers may be conformed to the image of Jesus Christ (Mark 16:15-16; Isaiah 6:8; Acts 13:47; II Corinthians 5:20); to regularly assemble for fellowship to worship God in Spirit and in truth (Hebrews 10:25) and to cooperate in the building up of the whole body of Christ (Ephesians 2:19-22).

(d) To spread the Gospel of the Lord Jesus Christ through the preaching and teaching of the Bible to bring the unsaved to Christ (Mark 6:15; Romans 1:15-16; I Thessalonians 5:9; II Thessalonians 2:13; II Timothy 3:15), and to build up the saved in Christian grace and living. (Ephesians 4:11-16; Hebrews 3:1-4; I Corinthians 3:9-15) Pursuant thereto, the following activities and guidelines shall be established:

1. Ordination of ministers upon completion of the prescribed course of Study, designated by this church. (I Corinthians 9:22-23; Titus 1:5; I Corinthians 7:17; Acts 14:23)

2. Propagate the Word of the Gospel through seminars, the establishment of Church literature and other forms of mass media for the purpose of educating the individual in the Word of God. (Psalm 96:10; Proverbs 13:17; Mark 13:10; Acts 13:47)

3. Establishment of a Bible Training School or School of Theology for the preparation of ministers who minister to THE WAY OF LIFE INTERNATIONAL MINISTRIES, INC. and to ordain ministers and Christian workers to the edification and the unity of the body of Christ. (Psalm 40:9-10; John 14:26; I Peter 4:6)

(e) To establish and maintain a counseling service of the use of the Church and public and to provide access to such counseling service by virtue of telephonic communication (Proverbs 12:15, 25, 15:22; Jeremiah 49:20; I Thessalonians 5:14); to assist the body of Christ with employment and financial counseling including off-site Institute of Vocation (Job Training) (I Corinthians 3:8; Colossians 4:1; Ecclesiastes 9:10; I Timothy 6:9-10; John 6:27); a Christians in Human Services Group (I Corinthians 10:24, 12:5; Job 29:16; Luke 6:34; Galatians 5:13, 6:10) and to provide for ministry through Family Services (Deuteronomy 15:7; Nehemiah 8:10; Matthew 5:42; Galatians 6:2; Hebrews 13:16).

(f) To send forth home and foreign missionaries to the spreading of the Gospel and in extending the Gospel of God throughout the world (Mark 16:15-16; Acts 13:47, 4:29-30).

(g) To print, publish, and distribute and sell books, magazines and other literature in connection with the purposes of this corporation; to sell, record and reproduce tapes, radio and television programs in connection with the purposes of this corporation to produce and distribute radio and television programs (Deuteronomy 3:19; I Chronicles 16: 23-24; Psalm 68:4; Revelation 14:2).

(h) To ordain ministers and Christian workers to the edification and the unity of the Body of Christ. (I Chronicles 9:22-23; Titus 1:5; I Corinthians 7:17; Acts 14:23)

(i) To provide tripartite therapeutic counseling for the spirit, mind and body. (I Thessalonians 5:23; I Corinthians 6:20; Jeremiah 42:4; Psalms 25:9); to cooperate with the church in the building up of the whole body of Christ. (Ephesians 2:19-22)

(j) To manufacture, distribute and sell audio records and magnetic tape cassettes, compact discs or other mechanical or electronic recordings; to manufacture, distribute, produce and sell video tapes of all types of music, ministry, preaching, teaching, etc.. (Psalms 22:27, 66:4, 67:4, 68:4; Deuteronomy 31:19; I Chronicles 15:16, 16:23-24; Revelation 14:2)

(k) To receive tithes, offerings and property by gift devise or bequest subject to the laws relating to the transfer of property by gift or will. (Acts 4:34-37; II Chronicles 31:3-7; Leviticus 27:30; I Corinthians 16: 1-2, Luke 6:38)

(l) To act as Trustee under any trust incidental to the principal objects of the church and to receive, hold administer and expend funds and property subject to such trust. (Acts 4:34-37)

(m) To operate under the name as set forth in Article One above; to adopt and assume names in the furtherance of its nonprofit, tax-exempt purposes (Genesis 17:5, 32:28; Acts 13:9; Matthew 1:23; Revelation 2:17); to exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the church is established provided that such incidental powers shall be exercised in a manner consistent with its tax exempt status as a religious organization as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE THREE LIABILITY

No member of THE WAY OF LIFE INTERNATIONAL MINISTRIES, INC. shall be liable for its debts nor shall any members property be so liable.

**ARTICLE FOUR
ADDRESS**

The street address of the initial registered office of this corporation is **305 Chauncey Avenue East, Bradenton, Florida 34208**, and the name of the initial registered agent of this corporation at that address is **Richard V. Lee**. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The street address of the corporation's principal office is **5283 Isleworth Country Club Road, Windermere, Florida 34286**.

**ARTICLE FIVE
DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors of this corporation may be increased or decreased from time to time by the ByLaws of this corporation, but which number of directors shall never be less than one. The ByLaws of this corporation shall direct the manner in which the directors shall be elected.

**ARTICLE SIX
ADDRESS OF INCORPORATOR**

The name and post office address of the incorporator of this corporation is:

**Karen L. Hart
P. O. Box 115
Winter Park, Florida 32790-0115**

**ARTICLE SEVEN
MEMBERSHIP**

This corporation will have members. The only members will be the members of the Board of Directors. The conditions and regulations of membership/fellowship and the rights and other privileges of membership/fellowship shall be determined by the ByLaws.

**ARTICLE EIGHT
MANAGEMENT OF CORPORATE AFFAIRS**

The affairs of the corporation shall be managed by officers elected by the Board of Directors at its annual meeting. The officers shall serve until the next annual meeting of the Board of Directors, unless removed earlier in accordance with the ByLaws.

The general officers of the corporation shall be the President, Vice-President, Secretary/Treasurer.

The principal duties of the president shall be to preside at all meetings of the members of the Board of Directors and to the general supervision of the ministry. He shall be the Chairman of the Board of Directors.

The principal duties of the Vice-President shall be to discharge the duties of the President in the event of the absence or disability, for any cause whatsoever, of the President.

The principal duties of the Secretary shall be to countersign all deeds, leases and conveyances executed by the ministry, affix the seal thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors and safely and systematically keep all books, papers, records and documents belonging to the corporation and the church, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the Treasurer.

The principal duties of the Treasurer shall be to keep an account of all monies, credits and property of any and every nature of the ministry which shall come into his hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies received and disbursed and of money and property on hand and generally of all matters pertaining to his office, as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the ministry.

Whenever the Board of Directors may so order, that any two offices, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the ByLaws.

ARTICLE NINE BYLAWS

The ByLaws of THE WAY OF LIFE INTERNATIONAL MINISTRIES, INC. shall be adopted and amended by the Board of Directors.

ARTICLE TEN CONTROL

In matters of visionary control and spiritual direction in the ministry, the decision of the founder, KAREN L. HART shall be final without regard to the decision of the Board of Directors. Although all matters will be discussed openly with the Board of Directors and a consensus sought for the decision to be made, it will be the duty of the founder, KAREN L. HART, to use his overriding authority to make sure that the vision given him by the Lord for this ministry is not compromised by any vote of the Board of Directors. (Ezekiel 12:27-28; Habakkuk 2:2-3; Acts 26:19). The founder, KAREN L. HART shall be able to use his overriding authority to break any tie vote among the Board of Directors.

ARTICLE ELEVEN EXEMPT STATUS AND DISSOLUTION

This corporation is organized exclusively for religious purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earning of the corporation shall insure for the benefit, or be distributable to its members, trustees, 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 its purposes.

No substantial part of the activities of the corporation shall be 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 political campaign on behalf of any candidate for public office.

Upon the dissolution of the corporation, the Board of Directors shall after paying or making provisions for the payment of all the liabilities of the corporation, or for one or more other exempt purposes in such manner, or to one or more organizations described in Sections 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986, operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future federal tax code), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction 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 TWELVE
PROPERTY**

The property of this corporation is irrevocably dedicated to religious and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

**ARTICLE THIRTEEN
AMENDMENT**

Amendments to this Articles of Incorporation, shall be adopted by the Board of Directors.

IN WITNESS WHEREOF, I have executed and acknowledged this certificate this 7th day of June, 2001, under the penalties of perjury.

Signed, sealed and delivered in the presence of:

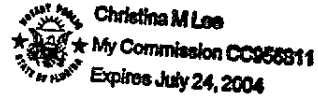
Frances Baio
Frances Baio Witness

Christina M. Lee
CHRISTINA H. LEE, Witness

Karen L. Hart
KAREN L. HART
Incorporator

STATE OF FLORIDA

COUNTY OF MANATEE

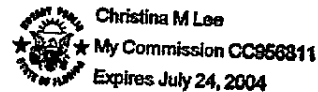


BEFORE ME, the undersigned authority, personally appeared KAREN L. HART, who is personally known to me, and who upon first being duly sworn, deposed and said that she has read the foregoing Articles of Incorporation and that she has executed the same freely and voluntarily.

WITNESS my hand and official seal on the 7th day of June, 2001.

Christina M. Lee
Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED AND THE PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 48.091 and Section 607.325, Florida Statutes, the following is submitted in compliance with said sections.

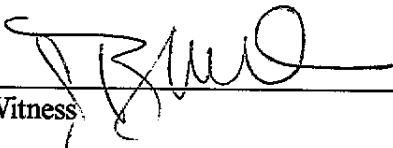
The Way of Life International Ministries, Incorporated desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Bradenton, County of Manatee, State of Florida, has named **Richard V. Lee** as its registered agent to accept service of process within this state, who is located at the following registered office: **305 Chauncey Avenue East, Bradenton, FL 34208.**

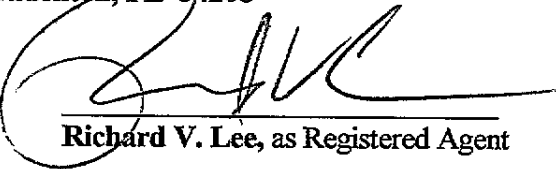
ACKNOWLEDGMENT AND ACCEPTANCE:

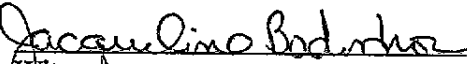
Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provision of said section relative to keeping open the registered office.

STATE OF FLORIDA
COUNTY OF MANATEE

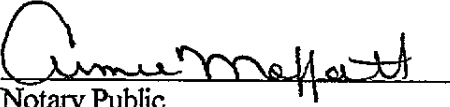
BEFORE ME, the undersigned authority did personally appear **Richard V. Lee**, who produced driver's licenses for identification, and who upon first being duly sworn, acknowledged before me that he consents to serve as registered agent of **The Way of Life International Ministries, Incorporated** at the following address: **305 Chauncey Avenue East, Bradenton, FL 34208**

Witness: 


Richard V. Lee, as Registered Agent


Witness

WITNESS my hand and official seal on 11th day of June, 2002


Notary Public

My Commission Expires  Aimee M. Moffatt
MY COMMISSION # DD003139 EXPIRES
June 21, 2005
BONDED THRU TROY FAHN INSURANCE, INC.