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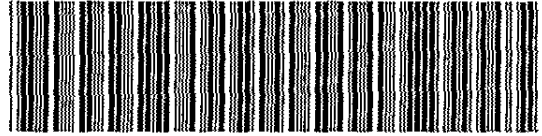
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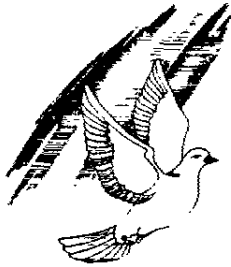
04/12/04--01014--001 **70.00

W04-14649

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04 APR 26 PM 2:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



SPIRIT OF LIFE MINISTRIES

219 U.S. 27 S., Sebring, Florida 33870
Phone (863) 214-6133

April 5, 2004

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

Re: Spirit of Life Ministries, Inc.

Enclosed please find the original and one copy of Articles of Incorporation together with my check in the amount of \$70.00.

This represents the cost of the Filing Fees, and Fee for Registered Agent Designation for the above named corporation.

Sincerely yours,

A handwritten signature in black ink that reads "James H. Todd". The signature is written in a cursive style with a large, stylized "J" and "T".

James Todd

"Where the future is as bright as the Promises of God"

Jim and Helen Todd, Pastors



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 15, 2004

JAMES TODD
SPIRIT OF LIFE MINISTRIES
219 US 27 S
SEBRING, FL 33870

SUBJECT: SPIRIT OF LIFE MINISTRIES, INC.
Ref. Number: W04000014649

We have received your document for SPIRIT OF LIFE MINISTRIES, 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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

You must list the corporation's principal office and/or a mailing address in the document.

Please list only one signature for the Registered Agent.,

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) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 004A00024936

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SPIRIT OF LIFE MINISTRIES INTERNATIONAL , INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, residence and citizens of the United States of America, of full age of majority, have for the purpose of forming a nonprofit religious corporation pursuant to the Laws of the State of FLORIDA, for the purposes expressed in ARTICLE III hereof, adopted the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be Spirit of Life Ministries International, Inc., and its duration is to be perpetual.

ARTICLE II

The name of the registered agent and the location and post office address of the corporation's registered office in the State of FLORIDA are: James H. Todd, 219 U.S. 27 S., Sebring, Florida 33870.

ARTICLE III

This nonprofit corporation is organized and operated exclusively for the religious purposes of a ministry within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, of the United States of America.

In furtherance of its nonprofit, tax-exempt purposes, the corporation shall have the following powers and authority; however, the corporation shall not be empowered, and is prohibited from

engaging in any activity which is not allowed pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, of the United States of America:

(A) To operate under the name as set forth in ARTICLE I above;

(B) To employ qualified counsel and other necessary personnel to carry out the purposes of this corporation;

(C) To adopt and use a corporate seal;

(D) To earnestly seek and promote the unity of God's people and ministries in a scriptural manner of Godly love, respect and faithful voluntary cooperation with liberty. To that end it may associate and cooperate freely with other ministries and with missionary organizations and branches; as a free and independent fellowship body in accord with its own conscience and the wisdom of God, as the corporation perceives it to be, but in every case and in every act and in pursuance of or adoption of any policy or method or in practice or association does and shall do so as a free Christian Ministry, always retaining its sovereignty and independence, and in no case whatsoever as an act of subjection nor precedent or amenability nor as an active or passive or implied affiliation nor in any way as relinquishing its perpetual legal independence and sovereignty as a Christian Ministry.

(E) 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.

(F) To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, administer and expend funds and property to such trust.

(G) To take, purchase or otherwise acquire; to own, hold, occupy, use, and enjoy; manage, improve, develop and work; to grant, sell, exchange, let, demise, and otherwise dispose of real estate, buildings, and improvements and every right, interest and estate therein without limit

as to the amount thereof and wheresoever the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management or control of any buildings, improvements, or structures of any kind wherever the same may be situated.

(H) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to the amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferable interests.

(I) To purchase or otherwise acquire, to own, hold, use and enjoy, to sell, assign, and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof and wheresoever the same may be situated.

(J) To borrow and to loan money and to give and to receive evidence of indebtedness and security therefore; to draw, make, accept, endorse, execute and issue promissory notes, warrants and other debentures of the corporation, or otherwise to make guarantees of every kind and secure any or all obligations of the corporation by mortgage, trust deed or otherwise.

(K) By its Board of Trustees to appoint such officers and employees as may be decreed proper; define their authority and duties; fix their compensation; require bonds of such of them as it deems advisable and fix the penalty thereof; dismiss such officers or employees, or any thereof for any good reason and appoint others to fill their places;

(L) To adopt Bylaws regulating and providing for:

- (1) A definite and distinct ecclesiastical government;
- (2) A formal code of doctrine and discipline;
- (3) A congregational membership;
- (4) An organization of ordained ministers ministering to the congregation;
- (5) A system of ordaining ministers after completing prescribed courses of study;
- (6) A literature of the church;
- (7) Sunday Schools and seminars for the instruction of young and old;
- (8) Schools for the preparation of its ministers;
- (9) Schools for Christian education of children;
- (M) To minister sacerdotal functions;
- (N) To adopt and assume names in the furtherance of its' nonprofit, tax-exempt purposes;
- (O) To use any and all media, including but not limited to print, television and radio, in the furtherance of its nonprofit, tax-exempt purposes;
- (P) To provide a local place for Christian fellowship for those of like faith, where the Father God, Jesus, the Son of God, and the Holy Spirit, may be honored according to our Full Gospel testimony.
- (Q) To assume our share of the responsibility and the privilege of propagating the Full Gospel of Jesus Christ;
- (R) To do all other acts necessary or expedient for the administration of the affairs

and attainment of their purposes of the corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State.

(S) To exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the corporation 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 1954, as amended, of the United States of America.

(T) The several clauses contained in this ARTICLE III shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. Notwithstanding any provisions of these Articles of Incorporation, the corporation shall NOT engage in any political activity proscribed by Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, of the United States of America, nor shall any income or assets of the corporation inure to the benefit of any member, private individual or business entity.

ARTICLE IV

To assure the corporation of its sovereignty and independence and to perpetually protect the Ministry, all ecclesiastical and legal power and authority relative to the corporation shall be exercised by and in accordance with the New Testament Ministry pattern. Thus under the leadership of the Holy Spirit, the Board of Trustees shall conduct all the business of the corporation (church) and shall be the only voting members of the corporation (Ministry). The number of Trustees, and their qualifications shall be established in the Bylaws of this corporation. The qualifications of members and the manner of their admission shall be fully provided in the Bylaws.

ARTICLE V

This nonprofit corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VI

The private property of the trustees and members of the congregation shall be non-assessable and shall not be subject to payment of any corporate debts, nor shall the trustees or members of the congregation become individually or corporately liable or responsible for any debts or liabilities of the corporation.

ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of, 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

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 political campaign on behalf of any candidate for public office. Notwithstanding 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon dissolution of the corporation, assets shall 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 of by the court of jurisdiction 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.

ARTICLE VIII

These Articles may be amended at any regular meeting of the Board of Trustees, or at a special meeting called for that purpose, by a two-thirds (2/3) majority.

ARTICLE IX

The Board of Trustees will otherwise have the rights and duties of directors under Chapter 607 of the Florida Statutes in addition to any others which may be provided for in these Articles of Incorporation.

ARTICLE X

The undersigned incorporators/directors shall act as the initial Board of Trustees until their successors shall have been duly qualified and elected. The Board shall not be less than three (3). The Trustees shall be elected yearly at the annual business meeting by the voting members.

ACCEPTANCE OF REGISTERED AGENT

I, James H. Todd, having been named to accept service of process in the Articles of Incorporation to which this acceptance is attached, at the place designated in those Articles, do hereby agree to act in that capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of

Section 607.325 of the Florida Statutes.

Signature

James H. Todd

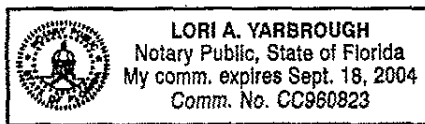
STATE OF FLORIDA

COUNTY OF HIGHLANDS

Before me, the undersigned, a Notary Public in and for the said State, personally appeared James H Todd known to me to be the person whose name is subscribed to the within and foregoing instrument, they being first duly sworn to, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the 21st day of April, 2004

DATED THIS 21st DAY OF April, 2004



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA