

Requester's Name	
Address	
City/State/Zip	Phone #

Please return all correspondence concerning this matter to the following:

Gabriella Marum
(Name of Person)

C/O Arnstein & Wehr
(Firm/Company)

515 N. Flagler Drive, 6th floor
(Address)

West Palm Beach, FL 33401
(City/State and Zip Code)

For further information concerning this matter, please call:

Wise Hudson, Esq. at (561) 833-9800
(Name of Person) (Area Code & Daytime Telephone Number)

- | | | |
|---|--|--|
| <input checked="" type="checkbox"/> Walk in | <input checked="" type="checkbox"/> Pick up time | <input type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait | <input type="checkbox"/> Certificate of Status |
| | <input type="checkbox"/> Photocopy | |

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 11, 2004

GABRIELLE MARCUM
% ARNSTEIN & LEHR
515 N FLAGLER DRIVE, 6TH FLOOR
WEST PALM BEACH, FL 33401

SUBJECT: OR YISRAEL INTERNATIONAL HOUSE OF PRAYER, INC.
Ref. Number: W04000009800

We have received your document for OR YISRAEL INTERNATIONAL HOUSE OF PRAYER, INC.. However, the document has not been filed and is being returned for the following:

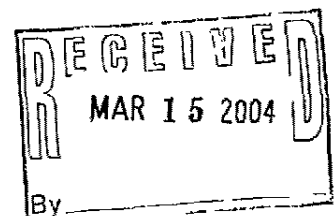
Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 904A00016343



LAW OFFICES
ARNSTEIN & LEHR LLP

LISE L. HUDSON
Direct Dial: (561) 650-8476
E-mail: llhudson@arnstein.com

515 NORTH FLAGLER DRIVE
SIXTH FLOOR
WEST PALM BEACH, FLORIDA 33401-4323
(561) 833-9800

FAX (561) 655-5551

FOUNDED 1893

May 13, 2004

MIAMI, FLORIDA
BOCA RATON, FLORIDA
CHICAGO, ILLINOIS
HOFFMAN ESTATES, ILLINOIS
MILWAUKEE, WISCONSIN

Loria Poole
Document Specialist
New Filings Section
Florida Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

Ref number: W04000009800
Ltr. number: 904A00016343

Dear Ms. Poole:

Enclosed, please find the articles of incorporation for Or Yisrael International House of Prayer. My client, Gabriella Marcum, has been out of the country, and I was unable to obtain new signatures for you until May 11, 2004. Pursuant to your letter, I have enclosed the corrected articles. I have also enclosed an additional check in the amount of \$93.50 in case you need an additional filing fee. If not you may return the check to me.

Please provide a certified copy of the articles in the enclosed, self addressed stamped envelope.

Thank you for your consideration.

Very truly yours,



Lise L. Hudson

LLH/bf
160815_1

ARTICLES OF INCORPORATION
OF
OR YISRAEL INTERNATIONAL HOUSE OF PRAYER, INC
(Not for Profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 MAY 24 P 3:11

FILED

I, the undersigned Incorporator, being a natural person competent to contract, hereby organizes and incorporates under the laws of the State of Florida a corporation not for profit as follows:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Or Yisrael International House of Prayer, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this Corporation shall be:

5315-54 Monterey Circle
Delray Beach, FL 33484

ARTICLE III - PURPOSE

The Corporation shall be a Not For Profit Corporation. Or Yisrael International House of Prayer is a prayer center established by God to be a lighthouse of praise, worship and prayer that opens the way for the prophetic fulfillment of God's promises for the Jewish people. This Corporation is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to persons in need directly or to organizations that are described in section 501(c)(3) and exempt from taxation under section 501(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The power of this Corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors.

ARTICLE IV - NO CAPITAL STOCK AND MEMBERSHIP

The Corporation shall have no authority to issue Capital stock and shall have no members.

ARTICLE V - PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 the purposes set forth in Article III hereof.

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 the statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding 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 501(c)(3) of the Internal Revenue Code, or the 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 the corresponding section of any future tax code.

Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have an initial Board of Directors of twelve (12) directors. The number of directors may be either increased or diminished from time to time but the number shall, subject to ARTICLE X below, never be less than three (3) nor more than twelve (12). The names and addresses of the initial directors of this Corporation are:

Gabriella Marcum
5313-54 Monterey Circle
Delray Beach, FL 33484

Norman Benz
10415 Riverside Drive
Pam Beach Gardens, FL 33410

William Fries
4151 SW Sundown Lane
Palm City, FL 34990

Sharon Predovich
16397 Glory Lane
Eden Prairie, MN 55344

Chris Harken
286 W Eagle Lake Drive
Maple Grove, MN 55369

Linda Reed
713 Palmore Court
Lakeland, FL 33813

Tom Harlow
10415 Riverside Drive
Palm Beach Gardens, FL 33410

Lynn Harlow
10415 Riverside Drive
Palm Beach Gardens, FL 33410

Joan Mazza
173 Paradise Circle
Jupiter, FL 33458

Adelaide Johnston
190 Twilight St.
Palm Bay, FL 32907

Miri Moriah
PO Box 915168
Longwood, FL 32791

Jackie Buckingham
3905 Hield Rd. NW
Palm Bay, FL 32907

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than one (1) and not more than six (6) persons. The number of initial Directors of the Corporation shall be one (1), provided however, that such number may be changed by a Bylaw duly adopted by the Board of Directors. The initial Director of the Corporation shall be Pastor Norman Benz, 2203 Vision Drive, Palm Beach Gardens, Florida 33418.

Directors appointed at the organizational meeting shall remain in office until their resignation or removal as provided in the Bylaws. New Board seats created shall be filled by a majority vote of the Board of Directors. Annual meetings shall be held in accordance with the Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law

which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

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, of the corresponding section of any future 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 a Court of Competent 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 for such purposes.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 515 North Flagler Drive, Suite 600, West Palm Beach, Florida 33401 and the name of the initial registered agent of this Corporation at that address is Lise Hudson, Esq. This Corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This Corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Gabriella Marcum
5315-54 Monterey Circle
Delray Beach, FL 33484

ARTICLE X - DISPOSITION OF NET EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 the purposes set forth in the "Purpose" clause hereof. 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 this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI - DISTRIBUTION OF ASSETS UPON DISSOLUTION


Upon the 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 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 corporation or corporations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - AMENDMENT

Amendments to these Articles of Incorporation may be adopted by the Board of Directors in accordance with the Bylaws.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 11 day of May, 2004.


Gabriella Marcum

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

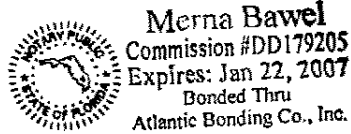
I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned authority, Gabriella Marcum, to me well known and known to me to be the person named in and who acknowledged to me that, she executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 11 day of May, 2004.

Merna Bawel
NOTARY PUBLIC

Merna Bawel

(Type or Print Name)
State of Florida at Large



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuant of Florida Statutes the following is submitted:

That Or Yisrael International House of Prayer, Inc., has named Lise Hudson, Esq., who is located c/o Arnstein & Lehr LLP 515 North Flagler Drive, 6th Floor, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and state that I am familiar with and agree to comply with the provision of said Act relative to keeping open said office and with the obligations of this position.

By: Lise Hudson

Lise Hudson, Esq.

Dated: 5/13/04

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2004 MAY 24 P 3 41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED