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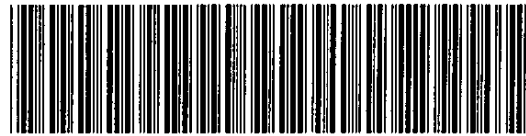
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

W07-42035

@McKnight SEP 25 2007

Charles O. Morgan, Jr., P.A.
Attorneys at Law

1300 NORTHWEST 167TH STREET
SUITE 3
MIAMI, FLORIDA 33169

CHARLES O. MORGAN, JR.
LAURA M. HORTON
TERESA A. PEREZ

TELEPHONE (305) 624-0011
FAX (305) 624-0423
cmorganjr@aol.com

August 21, 2007

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

Re: AGAPE MINISTRIES OF FLORIDA, INC.

To Whom It May Concern:

Enclosed please find one original and one copy of the Articles of Incorporation of the above-named non-profit corporation.

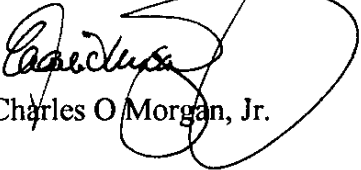
Please endorse your approval of these Articles of Incorporation on one copy, certify same and return to my office.

Our check in the amount of \$78.75 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	<u>8.75</u>
	<u>\$ 78.75</u>

Thank you for your cooperation in this matter.

Very truly yours,


Charles O Morgan, Jr.

COM:nr
Enclosures: as stated



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 27, 2007

CHARLES O MORGAN JR ESQ
1300 NW 167TH STREET SUITE 3
MIAMI, FL 33169

SUBJECT: AGAPE MINISTRIES OF FLORIDA, INC.
Ref. Number: W07000042035

We have received your document for AGAPE MINISTRIES OF FLORIDA, INC. and your check(s) totaling \$78.75. 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.

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the corrected 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 Filing Section

Letter Number: 707A00051433

**ARTICLES OF INCORPORATION
AGAPE MINISTRIES OF GRACE, INC.**

We, the undersigned, with other persons, being desirous of forming a corporation for religious, charitable and literary and educational purposes, under the provisions of Chapter 617 of the Florida Statutes, do hereby agree to the following:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is:

AGAPE MINISTRIES OF GRACE, INC.

**ARTICLE II
PURPOSES**

The general nature of the objects and purposes of this corporation shall be:

1. To form, operate and maintain a church and to establish, operate and maintain other churches of like faith wherever the Lord shall lead; to administer the ordinances of the New Testament, to minister to the spiritual needs of its members and all people everywhere.
2. To train Christian workers for the Lord's work, and to further the evangelization of the world by winning men, women, and children to a living faith in Jesus Christ.
3. To develop and carry out radio, television, internet and other innovative media ministries to preach the gospel and propagate the message of Jesus Christ.
4. To buy, sell and hold properties or transportation vehicles which will be used to house administrative offices of the association and association personnel.
5. To acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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6. To take, receive, own, hold, administer, distribute and dispose of property of all kinds, whether real, personal or mixed, acquired by gift, devise, bequest or otherwise, for the advancement, promotion, extension or maintenance of such causes and objects, or any of them; and, in addition to and not in limitation of the foregoing purposes and powers, the corporation may acquire, take, receive, hold, own, administer, distribute and dispose of, gifts or donations or property, real, personal or mixed, designated by the donors for causes or objects hereinabove mentioned, or any or either of them.

7. The purposes for which this corporation is formed are purely benevolent, charitable, religious, literary or educational and not for financial gain, and no financial gain shall ever accrue to any member of this corporation, nor any other person or institution in the conduct of same, but any receipts of this corporation in excess of the expenses of operating and maintaining same shall be applied by the trustees to carry out the purpose of this corporation or any other non-profit tax-exempt charitable organization, as they, in their judgment may deem wise.

8. The foregoing purposes shall be construed as both objects and powers and the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III QUALIFICATION OF MEMBERS

The membership of this corporation shall consist of the trustees of the corporation. The trustees and members shall be one and the same. The qualification for membership of any church associated with this corporation shall be set forth by separate provisions adopted by the deacons of said church.

ARTICLE IV TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V
SUBSCRIBERS

The names and addresses of the subscribers of these Articles are:

<u>NAMES</u>	<u>ADDRESSES</u>
GENEVA LEWIS	2330 NW 208 th Street, Opa Locka, FL 33056
SYLVIA STRUDWICK	511 S. Highlands Drive, Hollywood, FL 33021
DERONIA THOMPSON	18801 NW 11 th Place, Miami, FL 33169
GEORGE HOSIER	1554 N. 12 th Court, # 9A, Hollywood, FL33019

ARTICLE VI
OFFICERS

1. The officers of the corporation shall consist of president, secretary and treasurer, and such other officers as may be provided in the bylaws.

2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Trustees are:

<u>NAMES</u>	<u>ADDRESSES</u>
GENEVA LEWIS, President	2330 NW 208 th Street, Opa Locka, FL 33056
SYLVIA STRUDWICK, Sec/Treasurer	511 S. Highlands Drive, Hollywood, FL 33021

ARTICLES VII
BOARD OF TRUSTEES

1. The business affairs of this corporation shall be managed by the Board of Trustees. This corporation shall have four (4) trustees initially. The number of trustees may be increased from time to time by the bylaws, but shall never be less than three.

2. Members of the Board of Trustees shall be elected and hold office in accordance with the bylaws.

3. The names and addresses of the persons who are to serve as trustees for the ensuing year, or until the first annual meeting of the corporation, are:

<u>NAMES</u>	<u>ADDRESSES</u>
GENEVA LEWIS	2330 NW 208 th Street, Opa Locka, FL 33056
SYLVIA STRUDWICK	511 S. Highlands Drive, Hollywood, FL 3302
DERONIA THOMPSON	18801 NW 11 th Place, Miami, FL 3316
GEORGE HOSIER	1554 N. 12 th Court, # 9A, Hollywood, FL33019

ARTICLE VIII BYLAWS

1. The Board of Trustees of this corporation may provide such bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

2. Upon proper notice, the bylaws may be made, altered, or rescinded upon a majority vote of the trustees present at any regularly scheduled meeting of the corporation.

ARTICLE IX AMENDMENTS

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a 2/3rds vote of those present.

2. Amendments may also be made at regular meetings of the membership upon notice given, as provided in the bylaws, of intention to submit such amendments.

ARTICLE X REGISTERED OFFICE AND REGISTERED AGENT

The post office address of the initial principal office of this corporation in the State of Florida is 511 S. Highlands Drive, Hollywood, FL 33021. The Registered Agent of the corporation is GENEVA LEWIS, located at 2330 NW 208th St., Opa Locka, FL 33056.

ARTICLE XI RESTRICTED ACTIVITIES

1. No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to its trustees, officers, other private individuals, or organizations organized and operated for a profit (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 as hereinabove stated).

2. 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 be empowered to make the election authorized under §501(h) of the Internal Revenue Code of 1986. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision herein, the corporation shall not carry on any activities not permitted to be carried on:

(a) by an organization exempt from federal income taxation under §501(a) of the Internal Revenue Code of 1986 as an organization described in §501(c)(3) of such Code, or

(b) by an organization, contributions to which are deductible under §§170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

4. References herein to sections of the Internal Revenue Code of 1986 are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States revenue law.

ARTICLE XII POWERS

To the end that the forgoing purposes and any other related charitable purposes and objects may be carried out, performed and accomplished, and to obtain funds or income for said charitable purposes, this corporation shall have the power to:

1. Acquire, either by gift, grant, purchase, devise or bequest, and to hold, own, manage, sell, grant, convey, mortgage, pledge, or otherwise encumber, lease, improve and dispose of real, personal or mixed property, wheresoever situated; to operate said properties, or any part thereof, or any business it may acquire in any location, in the name of the corporation or in any other manner, and for its benefit and in its behalf, through such persons or agent as it may determine or select from time to time by majority action of the trustees; to receive donations, gifts, and endowments, and to administer the same; all such real, personal and mixed property so acquired or received by gift, grant, devise, bequest or donation shall be used and employed, however, for educational, charitable, social and benevolent purposes and not for pecuniary profit of the members.

2. Formulate and adopt bylaws and to alter and rescind the same, provided, however, that said bylaws shall be agreeable to, within and not beyond or contrary to the powers herein granted, or to any laws of the United States or State of Florida.

3. And in general, to possess and exercise all the rights, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the laws of the State of Florida.

4. Notwithstanding anything contained herein to the contrary, the powers of this corporation are expressly limited to those of any organization described in §501(c) (3) of the Internal Revenue Code.

ARTICLE XIII MEETINGS

1. The annual meeting for the election of members of the Board of Trustees shall be held as may be provided in the bylaws.

2. The corporation may provide in its bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of such meetings.

3. The percentage of the members necessary to constitute a quorum for the holding of any meetings shall be determined in the bylaws.

ARTICLE XIV DISTRIBUTION OF ASSETS UPON DISSOLUTION

1. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation.

2. The corporation is organized and operated exclusively for religious, benevolent, charitable, literary, or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986.

3. In the event of dissolution or final liquidation of the corporation, the board of trustees shall, after paying or making provisions for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the board of trustees of the corporation shall determine:

(a) a nonprofit organization or organization which may have been created to succeed the corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under §170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under §501(a) of such Code as an organization described in §501(c)(3) of such Code; and / or

(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under §170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under §501(a) of such Code as an organization described in §501(c)(3) of such Code.

ARTICLE XV SELF-DEALING

Any other provision hereof to the contrary notwithstanding:

1. The corporate income for each taxable year must be distributed at such time and in such manner as not to subject the corporation to tax under Internal Revenue Code §4942 as it now exists or as it may hereafter be amended.

2. The corporation is prohibited from engaging in any act of self-dealing (as defined in said Internal Revenue Code §4941(d)), from retaining any excess business holdings (as defined in said Internal Revenue Code §4941(c)), from making any investments in such manner as to subject the corporation to tax under said Internal Revenue Code §4944, and from making any taxable expenditures (as defined in said Internal Revenue Code §4945 (d)).

ARTICLE XVI
DEDICATION OF ASSETS

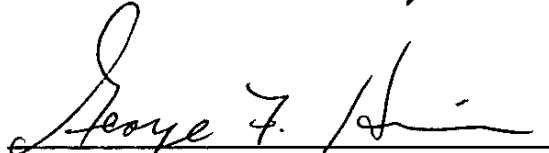
The property of this corporation is irrevocably dedicated to religious, charitable, literary and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer or member thereof or to the benefit of any private individual, except for reasonable compensation for services actually rendered.

IN WITNESS WHEREOF, we, the undersigned, being the incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seals this 17 day of September 2007.


GENEVA LEWIS


SYLVIA STRUDWICK


DERONIA THOMPSON


GEORGE HOSIER

STATE OF FLORIDA

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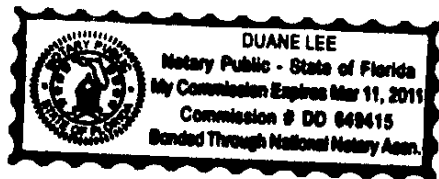
ss:

COUNTY OF MIAMI-DADE

)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared GENEVA LEWIS, SYLVIA STRUDWICK, DERONIA THOMPSON, and GEORGE HOSIER to me well known, or produced his/her driver's license as identification, to be the persons described in as incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands and official seals the day and year aforesaid.




Print Name: DUANE LEE
My Commission Expires: 03-11-2011

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That AGAPE MINISTRIES OF GRACE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, Florida, has named GENEVA LEWIS, located at 2330 NW 208th Street, Opa-Locka, of Miami-Dade, 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 signed corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

By: Geneva Lewis
GENEVA LEWIS, Resident Agent

APPROVED
AND
FILED
07 SEP 24 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA