

LARRY K. HOOPER

N96000000553

CERTIFIED PUBLIC ACCOUNTANT

AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

FLORIDA INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

January 25, 1996

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

12/24
800001671608
-12/27/95--01033--005
*****87.50 *****87.50

RE: Battle Axe Brigade, Inc.

Dear Linda:

In reference to the above named corporation please find enclosed two copies of the documents you requested we file in order to change the status of our corporation from Profit to Not-For-Profit. That includes the following items:

- 1) Articles of Incorporation of the Battle Axe Brigade, Inc. a Not-For-Profit Corporation.
- 2) Articles of Dissolution of the Battle Axe Brigade, Inc. a Profit Corporation and,
- 3) Affidavit of intent not to revoke Dissolution of Battle Axe Brigade, Inc. A Florida for Profit Corporation.

Also enclosed is our check for \$70.00 for the balance of charges due for these filings.

If you have any questions or are in need of any additional information, please let me know.

Sincerely Yours:

Larry K. Hooper

Larry K. Hooper C.P.A. !

cc: Diane Buker, President
Battle Axe Brigade, Inc.

Linda

800001671608
-01/30/96--01079--001
*****70.00 *****35.00

**ARTICLES OF INCORPORATION
OF
BATTLE AXE BRIGADE, INC.
A FLORIDA "NOT FOR PROFIT" CORPORATION**

FILED
96 JAN 30 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is BATTLE AXE BRIGADE, INC. The principal office of the corporation and the mailing address of the corporation is 7790 SW 17th Street, Miami, Florida 33156.

ARTICLE II

The name of the registered agent of the corporation is Larry K. Hooper. The address of this registered agent is 29625 SW 177th Avenue, Homestead, Florida 33030.

ARTICLE III

The period of duration is perpetual. The corporation is organized pursuant to the Not for Profit Corporation laws of the State of Florida. The qualifications for members, if any, and the manner of their admission shall be regulated by the bylaws.

ARTICLE IV

- 1) There shall be 9 directors on the initial Board of Directors.
- 2) The method of election of the Board of Directors shall be stated in the bylaws.
- 3) The names and addresses of the initial Board of Directors are:

Diane Buker
7790 SW 127th Street
Miami, FL 33156

David Buker
7790 SW 127th Street
Miami, FL 33156

Sondra Calloway
13002 SW 114th Place
Miami, FL 33176

Patty Smith
12750 SW 216th Terr.
Miami, FL 33170

Jerry Ball
P.O. Box 66
Troutman, North Carolina 28166

Deb Stuart
501 Michelangelo Street
Coral Gables, FL 33146

Frank McPherson
2924 Siedenbergl
Key West 33040

Judy Ball
P.O. Box 66
Troutman, North Carolina 28166

Antoinett McPheson
2924 Siedenbergl
Key West 33040

ARTICLE V

The name and address of the incorporator is: Diane Buker, 7790 SW 127th Avenue, Miami, Florida 33156.

ARTICLE VI

The purposes for which this corporation is formed are exclusively charitable, educational, and scientific and consist of the following:

1) The primary **purpose** of our organization is to preserve and protect the moral and spiritual life of our community through the **activity** of prayer and to promote biblical values through the proclamation of the Gospel of the Lord Jesus Christ.

We seek to stand against the outgrowth of spiritual darkness (abuse and exploitation of men, women, and children) by praying against that which promotes such abuse and exploitation.

We desire to promote good moral and spiritual character in our community by proclaiming the Gospel of the Lord Jesus Christ.

2) To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

3) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishments, fostering, or attaining of the foregoing purposes,

either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms association, trusts, institutions, foundations, or governmental bureaus departments or agencies.

4) All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VII

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and State income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VIII

The Corporation is organized exclusively for charitable and educational purposes. The corporation is not organized nor shall it be operated for the primary purposes of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

ARTICLE IX

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

ARTICLE X

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501 (c) (3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by

decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by Attorney General or by any person concerned in the liquidation.

ARTICLE XI

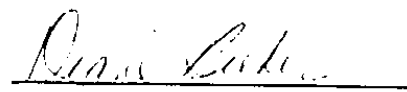
In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943 (e) of the Internal Revenue Code; shall not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code; and shall not make any investments in such a manner as to subject it to tax under section 4944 of the Internal Revenue Code.

ARTICLE XII

Any person (and the heirs, executors and administrators of such person) made or threatened to be made party to any action, suit or proceeding by reason of the fact that he or she was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and reasonable expense, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such Director or Officer is liable for negligence or misconduct in the performances of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors or administrators) may be entitled apart from this Article.

Execution

These articles of Incorporation are hereby executed by the incorporator on the 24TH day of JANUARY, 1996.


Diane Buker

STATE OF FLORIDA }

SS:

COUNTY OF DADE }

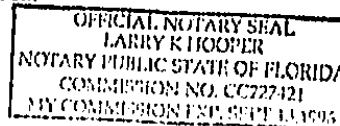
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Diane Buker to me known to be the person described in and who executed the foregoing instrument as incorporator and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 21/7/96 day of January, 1996.

Larry K. Hooper

NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I Larry K. Hooper, hereby accept my appointment as registered agent for the BATTLE AXE BRIGADE, INC., a Florida not for profit corporation.

Larry K. Hooper

Larry K. Hooper

1/24/96

Date

FILED
96 JAN 30 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
BATTLE AXE BRIGADE, INC.
A FLORIDA "PROFIT" CORPORATION

FILED
96 JAN 30 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

ARTICLE I

The name of the corporation is: BATTLE AXE BRIGADE, INC.

ARTICLE II

The date dissolution was authorized was January 24, 1996.

ARTICLE III

The dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Signed this 21st day of JANUARY, 1996

Signature *Diane Bukey*
(By the Chairman or Vice Chairman of the Board, President, or other officer)

DIANE BUKEY
(Typed or printed name)

PREST
(Title)