

I Am Ministries

1126 B 16th St. Vero Beach FL 32960

(407) 567-1967

196000000930 February 15, 96

Florida Dept of State
Divisions of Corporations
Box 6327
Tallahassee, Fl. 32314

000001719130
-02/20/96--01073--014
****122.50 ****122.50

Dear Secretary of State,
Please register this corporation - I AM Ministries - with the Divisions of Corporations.

Thank-you,
I Am Ministries

Bert Green GAVE
AUTHORIZATION BY PHONE TO
CORRECT Reg. Agent Acceptance
DATE 2/22/96
BSB

FEB 22 1996

(615)

FILED
96 FEB 19 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES of INCORPORATION

OF

I AM MINISTRIES, INC.

FILED
96 FEB 19 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is I AM MINISTRIES, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE and MISSION STATEMENT

The corporation is organized "To spread and promote the Gospel of JESUS CHRIST through Bible Studies, Witnessing, Preaching and Teaching and through the distribution of written material such as Tracts and Bibles."

THE PURPOSES FOR WHICH THIS CORPORATION IS FORMED ARE:

1. To train up Ministers, to Ordain and License into the Ministry.
2. To provide food and shelter for the homeless and wanderer by what ever means the LORD should supply.

3. To discharge all the duties of the Ministry, as empowered by JESUS Christ, being lead by the Holy Spirit according to the word of GOD.
4. To establish and construct Christian Schools and Churches as financial and staff abilities permit.
5. To do all the acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.
6. Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise powers that are not in furtherance of the primary purpose of this corporation as set forth in paragraph 1 of this article three, and nothing contained in the foregoing statements of purposes shall be construed to authorize this corporation to carry on any activity for the profits of its members as such.
7. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by section 4942 of the internal revenue code of 1954, or corresponding provisions of any subsequent federal tax laws.
8. The corporation shall not engage in any act of selfdealing as defined in section 4941 (d) of the internal revenue of 1954, or corresponding provisions of any subsequent federal tax laws.
9. The corporation shall not make any investments in such manner as to subject it to tax under 4944 of the internal revenue code of 1954, or corresponding provisions of any subsequent federal tax laws.
10. The corporation shall not make any taxable expenditures as defined in section 4945 (d) of the internal revenue code of 1954, or corresponding provisions of any subsequent federal tax laws.
11. Upon dissolution of the corporation, the board of trustees shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charity, educational, religious, or scientific purposes as shall at the time qualify as an ex

empt organization or organizations under section 501 (c) (3) of the internal revenue code of 1954 or the corresponding provisions of any future United States Internal Revenue Law, as the board of trustees shall determine. Any of such assets not so disposed of by the corporation in then located, exclusively for such purposes or to such organization or organizations, as said court shall be determine, which are organized and operated exclusively for such purposes.

ARTICLE FOUR

BOARD OF TRUSTEES

There shall be no more than five (5) members of the initial board of trustees of the corporation.

Each member of the board of trustees shall be a member of the corporation.

Members of the board of trustees shall be elected as provided in the by-laws.

The names and addresses of the persons who are to serve as trustees until the first meeting of the members to elect new trustees are as follows:

Name	Address
Denis Marrotte	2349 S. Old Dixie Vero Beach, FL 32968
Bert Green	414 22nd Street S.E. Vero Beach, FL 32962
Joan MacDonald	1425 26th Avenue Vero Beach, FL 32966
Betty Collar	2243 4th Avenue S.E. Vero Beach, FL 32962
Paul Zimmer	2636 11th Court Vero Beach, FL 32960

The number of trustees and their terms shall be set forth in the by-laws but in no event shall be less than three (3) trustees.

ARTICLE FIVE

OFFICERS

The affairs of the corporation are to be managed by a chairman, a president, a vice-president, a secretary and or a treasurer and such other officers as may be provided in the by-laws. These officers shall be elected as provided in the by-laws.

ARTICLE SIX

MEMBERS

The corporation shall have members. The members of this corporation shall constitute all persons here-in-after named as incorporators, and such other persons as from time to time hereafter may become members. The qualifications of members and the manner of their admission shall be determined by the board of trustees. The by-laws may delegate to the board of trustees the power to impose duties or dues upon the members and the power of expelling members.

ARTICLE SEVEN

BY-LAWS

The by-laws of the corporation shall be made, altered or rescinded by the members of the corporation in accordance with the provisions set forth in the by-laws.

ARTICLE EIGHT

The articles of incorporation may be amended by act of the trustees and members of the corporation. Such amendments may be proposed and adopted in the manner provided in the by-laws of the corporation.

ARTICLE NINE

The names and residence addresses of the incorporators of these articles of incorporation are:

NAME	ADDRESS
Denis Marrotte	2349 S. Old Dixie Vero Beach, FL 32968
Bertram E. Green	414 22nd Street S.E. Vero Beach, FL 32962
Joan MacDonald	1425 4th Avenue Vero Beach, FL 32966
Betty Collar	2243 4th Avenue Vero Beach, FL 32962
Paul Zimmer	2636 11th Court Vero Beach, FL 32960

ARTICLE TEN

ANNUAL MEETING

The Annual Meeting of the members of this corporation shall be on the date stated in the by-laws. The annual meeting of the board of trustees shall be held immediately following the annual meeting of the members. The corporation may provide in its by-laws for the holding of additional regular meetings and any special meetings and shall provide the manner of giving notice of all such meeting.

ARTICLE ELEVEN

INDEMNIFICATION

1. **INDEMNITY.** The corporation shall indemnify any person who was, or is threatened to be made a party to threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a trustee, employee, officer or agent of the corporation, against expenses (including attorney's fees and appellate attorney's fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted, even though negligently, in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have adjudged to be liable for gross negligence or misfeasance or malfeasance in performance of his duty to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.
2. **EXPENSES** To the extent that a trustee, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in section 1 or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) reasonably incurred by him in connection therewith.
3. **APPROVAL** Any indemnification under 1 above (unless ordered by the court) shall be made by the corporation only as authorized in the specific

case upon determination that the trustee, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in 1 above. Such determination shall be made (a) by the board of trustees by majority vote of a quorum consisting of who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, if a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion, or by a majority of the members or (c) upon request of the proposed indemnity, by a court of competent jurisdiction.

4. **ADVANCES** Expenses incurred in defending a civil or criminal action, suit or proceeding or proceeding shall be by the corporation in advance of the final disposition of such actions, suit or proceeding upon a receipt of an undertaking by or on behalf of the trustee, officer, employee or agent to repay such an amount unless it shall ultimately be determined that he is authorized to be indemnified by the association as authorized in this article.
5. **MISCELLANEOUS** The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office or otherwise, shall continue as a person who ceased to be a trustee, officer, employee or agent and shall inure to benefit of the heirs, executors and administrators of such person.
6. **INSURANCE** The corporation shall have the power to purchase and maintain insurance in behalf of any person who is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the association would have the power to indemnify him against such liability under the provisions of this article.

ARTICLE TWELVE

REGISTERED AGENT:

The registered agent for the service of process with the state shall be Denis Marrotte, whose address is 2349 S. Old Dixie, Vero Beach, Florida 32968.

In witness Whereof, we have subscribed our names this 1ST day of DECEMBER 1995.

Denis Marrotte, Incorporator
Bertram E. Green, Incorporator
Joan MacDonald, Incorporator
Betty Collar, Incorporator
Paul Zimmer, Incorporator

Denis Marrotte, Registered Agent
State of Florida
County of Indian River

Denis Marrotte

Signed


ACCEPT POSITION AS REGISTERED AGENT.


FLDL # M630-161-47-343

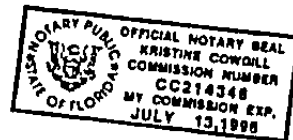
SWORN BEFORE ME THIS DECEMBER 1, 1995
BY DENIS MARROTTE AND BERTRAM GREEN WHO
PRODUCED TO ME FLORIDA DRIVERS LICENSES


KRISTINE COWGILL

Bertram E. Green

Signed


FLDL # G650-065-24-065



Joan MacDonald

Signed Joan Mac Donald
TENN # 82192676

Betty Collar

Signed Fannie (Betty) Collar
FLDL # C460-243-34-684

SWORN BEFORE ME THIS DECEMBER 1, 1995
BY JOAN MACDONALD AND FANNIE COLLAR AND
PAUL ZIMMER WHO PRODUCED TO ME DRIVERS
LICENSES.

Kristine Cowgill
KRISTINE COWGILL

Paul Zimmer

Signed Paul Zimmer
FLDL # Z560-682-42-385



N96000000936

BETTY COLLAR
I AM MINISTRIES
P.O. BOX 650486
VERO BEACH, FL 32965

FLORIDA STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 JUL 24 AM 11:05

407-562-0422

Request taken by:
07-11-1996

500001905975
-07/26/96--01077--024
*****87.50 *****87.50

The forms you recently requested from this office are:

- (1) 301. Amend N/P Corp.

Should you have any questions or need any further information,
please contact us at the address below:

Division of Corporations - P.O. BOX 6327 - Tallahassee FL 32314

5/24
7/24

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 24 AM 11:05

I AM MINISTRIES, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)
ARTICLE THREE

PURPOSE and MISSION STATEMENT

A. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

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

TO WIT: The corporation is organized "To spread and promote the Gospel of JESUS CHRIST through Bible Studies, Witnessing, Preaching and Teaching and through the distribution of written material such as Tracts and Bibles."

SECOND: The date of adoption of the amendment(s) was: 5-19-1996

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

I AM MINISTRIES, INC.
Corporation Name

Denis Marrotte
Signature of Chairman, Vice Chairman, President or other officer

DENIS MARROTTE
Typed or printed name

Registered Agent: PASTOR Title Date 7-22-96