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LAW OFFICES

PHILIP S. HANEY ASSOCIATES

PHILIP S. HANEY, LL.M., F.A.C.C.P.
ADMITTED OKLAHOMA AND TENNESSEE

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OKLAHOMA
FILE NO. 96-144

June 3, 1996

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*****70.00 *****70.00

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

Re: **Articles of Incorporation of
Faith Fellowship Ministries
Outreach Center of Naples, Inc.**

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of Faith Fellowship Ministries Outreach Center of Naples, Inc. Please file the original Articles and return a file-stamped copy to the undersigned in the self-addressed envelope provided. A check made payable to the "Florida Department of State" in the amount of \$70 is enclosed to cover the cost of filing.

Please call the undersigned if you have any questions in connection with this filing. Thank you for your cooperation and courtesies.

Very truly yours,

Philip S Haney of
PHILIP S HANEY ASSOCIATES

PSH/rr
Enclosures

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**ARTICLES OF INCORPORATION
OF
FAITH FELLOWSHIP MINISTRIES
OUTREACH CENTER OF NAPLES, INC.**

(A Florida Corporation Not for Profit)

The undersigned, acting as Incorporator of a corporation, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be **FAITH FELLOWSHIP MINISTRIES
OUTREACH CENTER OF NAPLES, INC.**

ARTICLE II

DURATION

The period of duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

CORPORATE PURPOSES; POWERS

1. The purposes for which the Corporation is organized and operated 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 provision of any future United States internal revenue law. Such purposes shall include the following:

- (a) Religious purposes, including teaching and preaching the uncompromised Word of God, reaching lost souls, feeding the poor and hungry, healing the broken hearted and sick, and training, discipling and teaching new converts.
- (b) Conducting a local Church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all of the Commandments and provisions as set forth in the Holy Bible, the irrevocable Word of God. Pursuant thereto, the following activities and guidelines shall be established.

- i. A recognized Creed, Code of Doctrine, discipline and form of worship.
 - ii. An ecclesiastical form of government
 - iii. An organization of ministers to minister to the congregation of the Church.
 - iv. A Church membership based upon acceptance of a recognized creed and belief and support of the Church.
 - v. Various religious services pursuant to the recognized Creed, form of worship, code of doctrine and discipline of the Church.
 - vi. Schools for religious and educational instruction to the young and to the old.
- (c) Minister the Word of God to the faithful.
- (d) Promote and encourage, through the ministry of the organization, cooperation with other organizations, ministering within the community.
- (e) Acquire and hold such property, either real or personal, for Church purposes, as may be necessary for its membership and the worship of God.
2. As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:
- (a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.
 - (b) To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credit.
 - (c) To acquire, own, lease, mortgage and dispose of property, both real and personal.

- (d) To conduct and carry on religious services and instruction through the public media, including electronic broadcasting, AM and FM radio, telecasting, microwave distribution, closed circuit transmission, and cable television.
- (e) To accept property and donations in trust for religious or charitable purposes
- (f) To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic, or foreign, as investments or otherwise, in carrying out any of the purposes of the Corporation and, while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.

3. In the conduct of the affairs of the Corporation:

(a) The property of the Corporation is irrevocably dedicated to religious, educational and charitable purposes, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth in this Article.

(b) No substantial part of the activities of the Corporation shall exist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.

(c) The Corporation shall not

- (1) operate for the purpose of carrying on a trade or business for profit;
- (2) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or
- (3) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.

(d) The Corporation's operations are to be conducted principally in the United States of America; the Corporation also may conduct operations in foreign countries, subject, however, to the laws of the State of Florida.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial street address and mailing address of the principal office and registered office of the Corporation is: 27101 Pinetrail Court, Bonita Springs, Florida 33923, and the name of the registered agent at such address is Robert Menditto.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors which shall have five (5) directors initially. The number of directors may be increased or decreased from time to time by a majority of the directors, but at no time shall there be fewer than three (3) directors of the Corporation.

ARTICLE VI

INITIAL DIRECTORS

The manner in which the Directors of the Corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the Corporation. The names and street addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Street Address</u>
Robert Menditto	27101 Pinetrail Court Bonita Springs, FL 33923
Kim Menditto	27101 Pinetrail Court Bonita Springs, FL 33923
Jim Petrow	306 Beaver Run Drive Nazareth, PA 18064
Danny Haight	7767 Cameron Circle Fort Myers, FL 33912
Richard Focartle	6 Sheldon Drive Jackson, NJ 08527

ARTICLE VII

CORPORATE NATURE

This Corporation is organized under a non-stock basis.

ARTICLE VIII

MEMBERS

This Corporation shall have members and they shall be admitted and qualified in accordance with the Bylaws adopted by the Board of Directors.

ARTICLE IX

AMENDMENTS

Amendments to these Articles of Incorporation may be adopted by a majority of the directors in the manner set forth in the Bylaws of this Corporation.

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

Philip S. Haney
1218 E. 33rd Street, Suite 200
Tulsa, Oklahoma 74105

ARTICLE XI

MISCELLANEOUS

(a) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on:

- (1) by a corporation exempt from federal 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) or,
- (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

(b) In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to a nonprofit corporation qualifying as an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, and as an organization qualifying as a public charity under the provisions of Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the Trustees of the Corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed or contributed by such trustees, for any other such purpose. Any of such assets not so disposed of shall be disposed of by the District Court 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.

Dated this 30th day of May, 1996.

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Articles of Incorporation.

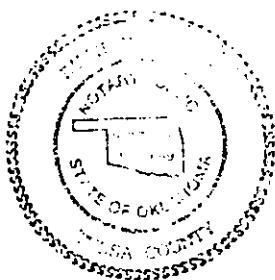
Philip S. Haney

 Philip S. Haney, Incorporator

STATE OF OKLAHOMA
 COUNTY OF TULSA

I hereby certify that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared Philip S. Haney, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State aforesaid this 30th day of May, 1996.



[Signature]

 Notary Public
 My Commission Expires: 12 1 1997

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

FAITH FELLOWSHIP MINISTRIES OUTREACH CENTER OF NAPLES, INC.

2. The name and address of the registered agent and office is:

Robert Menditto
27101 Pinetrail Court
Bonita Springs, FL 33923

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further 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 set forth in Section 607.325, Florida Statutes.


Robert Menditto

Date: June 7, 1996