

Simon, Green & Associates, Inc.
Certified Public Accountants

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

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-12/23/98--01042--017
****157.50 *****78.75

SUBJECT: LOOK UP AND LIVE, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 to cover the fees for filing and certified copy.

Regards,



Nicholas T. Simon
Certified Public Accountant

NTS/gs
enclosures

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DIVISION OF CORPORATIONS
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*12-28-98
WS*

ARTICLES OF INCORPORATION

OF

LOOK UP AND LIVE, INC.
(A Florida Corporation Not For Profit)

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I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby constitute a Not-for-Profit Ministry, to operate in accordance with the laws of God and in a not-for-profit corporate form pursuant to the applicable provisions of the Statutes of the State of Florida relative to corporations not for profit; and Section 501(C)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law and I hereby covenant and agree as follows:

ARTICLE I - NAME

The name of this Corporation is: **LOOK UP AND LIVE, INC.** and its principal office shall be in the City of Jacksonville, Duval County, Florida, or at such other place as the Board of Trustees may decide.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS

The office and mailing address of the principal office is:

10696-14 LEM TURNER ROAD
JACKSONVILLE, FL 32218

ARTICLE III - TERM OF EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV - PURPOSES

The objectives and purposes for which this Corporation is constituted and organized are:

1. The purposes for which the Corporation is organized are exclusively religious, charitable, and educational with the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.
2. To spread the message of the gospel of Jesus Christ to believers and non-believers ;
3. To act as an arm of the church body in perfecting of the saints so that they can do the work of ministry in all contexts and to edify the body of Christ by raising up disciples of Christ, who mirror His image in their community and world;
4. To support and encourage communication and extension of the Christian life and witness by sound and comprehensive preaching, singing ministry, and teaching of the Holy Bible and of the Gospel of the Lord Jesus Christ to all men by all means which will accomplish such communication.
5. To educate, teach, counsel, and instruct all people by any and all means, about the doctrines, teachings and information contained in the Holy Bible and derived from this historic Christian faith;
6. To act with charitable concern for, and to help all men in need of any help which this Corporation can give, regardless of race, social positions, or religious affiliation.
7. To recognize, support and cooperate with various ministries established by God to equip believers to fulfill their respective functions as members of the body of Christ and to bring the whole body of Christ to maturity and completion;
8. To engage in such other businesses, whether related thereto or not, as may be approved by the Board of Trustees and which businesses are permitted by law within the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE V - OFFICERS

The affairs of this Corporation shall be administered by its officers which shall be a president, vice president, a secretary/treasurer, all of whom shall be members of the Board of Trustees; and such other assistants or administrative officers as are determined by the Board of Trustees from time to time. The Board of Trustees shall appoint the officers and the officers shall serve at the pleasure of the Board of Trustees; provided, however, that any person dealing with the Corporation shall be entitled to rely upon the documents signed on behalf of the Corporation by its president with its corporate seal thereto affixed and attested to by its secretary.

ARTICLES VI - BOARD OF TRUSTEES

The Board of Trustees is that group of persons vested with the management of both the spiritual and secular business and affairs of this Corporation subject to the law, the Articles of Incorporation and the By-Laws.

The number of Trustees of this Corporation shall not be less than three at any time. Until further amendment of the By-Laws, the number of Trustees may vary from time to time between a minimum of three and a maximum of nine. The manner of election will be stated in the By-Laws.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

TRACY L. COLLINS
10696-14 LEM TURNER ROAD
JACKSONVILLE, FL 32218

ARTICLE VIII - MEMBERS

This Corporation shall have no members.

ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. The Board of Trustees may authorize any officer or officers, agency or agents of the Corporation, to enter into contracts or execute and deliver instruments in writing in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.
2. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by an officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.
3. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.
4. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or device for the general not-for-profit purposes or for any special not-for-profit purpose of the Corporation.
5. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed 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 not-for-profit purposes of the Corporation.

ARTICLE X - BY-LAWS

The Board of Trustees shall provide the By-Laws for the conduct of its business and the business of this Corporation as the Board of Trustees may deem necessary from time to time. Such By-Laws may be amended, altered, or rescinded by a majority of its vote by the Board of Trustees present at any regular meeting or any special meeting which is called for that purpose.

ARTICLE XI - ACTIVITIES

1. Notwithstanding any other provision 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 or the corresponding provision of any future United States Internal Revenue law.
2. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.

ARTICLE XII - COMPENSATION

Any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, trustees or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

ARTICLE XIII - LIABILITY

1. To the extent allowed by the laws of the State of Florida, no present or future trustee of the Corporation, or his or her estate, heirs and personal representatives, shall be liable to the Corporation for monetary damages for breach of fiduciary duty as a trustee of the Corporation. Any liability of a trustee, or his or her estate, heirs and personal representatives, shall be further eliminated or limited to the fullest extent allowed by the laws of the State of Florida, as may hereafter be adopted or amended.
2. With respect to claims or liabilities arising out of service as a trustee or officer of the Corporation, the Corporation shall indemnify and advance expenses to each present and future trustee and officer, and his or her estate, heirs and personal representatives, to the fullest extent allowed by the laws of the State of Florida, both as not in effect and as hereafter adopted or amended.

ARTICLE XIV - DISSOLUTION

This Corporation may be dissolved only pursuant to the agreement of the Board of Trustees. 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, or the corresponding provision 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 so disposed of shall be disposed of by the Court of Common Pleas 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.

ARTICLE XV - INCORPORATOR

The name and the street address of the incorporator of these articles of incorporation is:

TRACY L. COLLINS
10696-14 LEM TURNER ROAD
JACKSONVILLE, FL 32218

The undersigned incorporator has executed these Articles of Incorporation this 2nd day
of December, 1998.

Tracy L. Collins
TRACY L. COLLINS

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

LOOK UP AND LIVE, INC.

2. The name and address of the Registered Agent and office is:

TRACY L. COLLINS
10696-14 LEM TURNER ROAD
JACKSONVILLE, FL 32218

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature Tracy L. Collins
Date 12/2/98