



N99000002215 Shirley Arnold Ministries

P.O. Box 91996 • Lakeland, Florida • 33804-1996 • (941)668-8787 • Fax: (941)668-9204 • e-mail: secretplace@juno.com

March 31, 1999

Florida Department of State
Division of Corporations
Attn: Michelle Milligan
PO Box 6327
Tallahassee, FL 32314

300002806623--8
-03/15/99--01145--003
*****61.25 *****61.25

Office Use Only

Dear Michelle:

Enclosed you will find the corporation papers for The Secret Place Training Center. I have enclosed the balance due and the additional information required. This is in your response to your letter dated March 23, 1999.

SUBJECT: THE SECRET PLACE TRAINING CENTER AND FELLOWSHIP
REF. #: W99000006912
LETTER #: 499A00014404

If you should have any additional questions, please contact me at 941-668-8787, ext. 104.

Sincerely,


Jennifer DiCocco
Director of Development

FILED
99 APR 12 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
4/5/99

300002806623--8
-04/12/99--01001--014
*****8.75 *****8.75

"He that dwelleth in the secret place of the most High shall abide under the shadow of the Almighty."
(Psa 91:1 KJV)





FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 23, 1999

STEVE ARNOLD
741 N. COMBEE RD
LAKELAND, FL 33801

SUBJECT: THE SECRET PLACE TRAINING CENTER AND FELLOWSHIP,
INC.
Ref. Number: W99000006912

We have received your document for THE SECRET PLACE TRAINING CENTER AND FELLOWSHIP, INC. and your check(s) totaling \$61.25. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$8.75.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the 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) 487-6928.

Michelle Milligan
Document Specialist

Letter Number: 499A00014404

ARTICLES OF INCORPORATION

We, the undersigned, acknowledge and file in the Office of the Secretary of the State of Florida, for the purpose of forming a corporation not for profit, in accordance with the Laws of the State of Florida, these Articles of Incorporation, as provided by law, to wit:

ARTICLE I

Name

1.(1) Name. The name of the Corporation shall be "The Secret Place Training Center and Fellowship, Inc.", and the principal office shall be located at 741 North Combee Road, Lakeland, FL., 33801, Polk County, Florida 33801.

ARTICLE II

Purposes and Powers

2.(1) Purposes. The purposes for which the Corporation is formed are as follow:

- A. To preach and teach the Gospel of the Lord Jesus Christ to non-believers and to teach God's Word to the Body of Christ using the arts-music, drama, dance, audio and video recordings.
- B. To render Christian guidance, counsel, assistance and education through ,ministering the Gospel to all people: worshipping, honoring, glorifying, praising, and thanking the Father, the Son, and the Holy Spirit.
- C. To establish and supervise and administer a local Body of Believers (or local Bodies of Believers) with all matters pertaining to Church Worship and Fellowship, Church Membership, Church Officers, Church Government and Church Operation to be determined and stated in the amended or additional By-Laws of the Corporation hereinafter authorized by these Articles of Incorporation.
- D. To participate in and aid organizations involved in Christian outreach and evangelism.
- E. To acquire, by conveyance or inheritance-- whether by gift or purchase--real property, personal property, and mixed real and personal property, to be received and held in trust for the use and benefit of the Corporation and its stated purposes.

FILED
APR 12 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- F. To improve, invest, sell, lease, assign, mortgage or otherwise encumber any such property, when such action is deemed to be in the best interests of the Corporation as defined in its stated purposes aforesaid, as a Christian organization.

2.(2) Powers. To accomplish the foregoing purposes the Corporation shall have all corporate powers permitted under the Laws of the State of Florida, including the legal capacity--as an independent entity--to enter into contracts and to prosecute and defend against actions at law and in equity.

2.(3) The Corporation is specifically precluded from engaging in any prohibited activities, as defined in Section 617.0105 of the Florida Statutes.

2.(4) As a limitation of powers internally, no part of the income of the Corporation shall be distributed to the subscribers, directors, officers, or members of said Corporation.

ARTICLE III

Membership

3.(1) Membership. A member of the Corporation must be a mature person openly and vigorously expressing faith in the Lordship of Jesus Christ, desiring to walk in the ways of Jesus Christ, and having accepted Jesus Christ as his or her personal Savior.

3.(2) Admission. Admission to membership in the Corporation shall be by recommendation of the President of the Corporation--or Vice President in his necessary absence--and approval by a simple majority of the Board of Directors (with written proxy voting permitted), after which the new members names shall be duly entered by the Secretary/Treasurer in the official and permanent records of the Corporation.

ARTICLE IV

Duration

4. (1) Period of Duration. The Corporation shall have perpetual existence unless and until dissolved in accordance with the law. In the event of dissolution of this Corporation, no part of the corporated assets shall inure to the benefit of any Subscriber, Director, Officer, or Member of the Corporation, but shall instead be distributed to such charitable organization or organizations as may be selected by the Board of Directors of the Corporation duly serving at the time of dissolution, which

...organization or organizations must qualify as charitable organizations or non-profit organizations under Section 170(c) (2) and 501(c)(3) of the United States Code (Internal Revenue Sub-Code), as defined at the time of dissolution of this Corporation.

ARTICLE V

Subscribers

5.(1) Subscribers. The names and residential addresses of the Subscribers to these Articles of Incorporation are as follows:

Steve Arnold, 741 North Combee Road, Lakeland, Florida 33801
Jennifer DiCocco, 4610 Prairie Point Blvd., Kissimmee, Florida
34746
Shirley Arnold, 741 North Combee Road, Lakeland, Florida 33801

ARTICLE VI

Directors

6.(1) Directors. The affairs, business, and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) and not more than seven (7) members, subject to the Articles of Incorporation and the By-Laws of this Corporation.

6.(2) Initial Directors. The names and residential addresses of the initial Directors of the Corporation are:

Steve Arnold, 741 North Combee Road, Lakeland, Florida 33801
Jennifer DiCocco, 4610 Prairie Point Blvd., Kissimmee, Florida
34746
Shirley Arnold, 741 North Combee Road, Lakeland, Florida 33801

ARTICLE VII

Officers

7.(1) Officers. The names of the Officers, who shall serve initially and until the first annual confirmation by the Board of Directors, are as follows:

President: Steve Arnold
Vice President: Jennifer DiCocco
Secretary/Treasurer: Shirley Arnold

ARTICLE VIII

By-Laws

8.(1) By-Laws. The By-Laws of the Corporation may be made, modified, amended, or rescinded in the following manner: by vote of a majority of the members of the Board of Directors at a meeting exclusively called for such purpose, with written proxy voting permitted.

ARTICLE IX

Amendments to Articles of Incorporation

9.(1) Amendments. Amendments to the Articles of Incorporation may be proposed and adopted in the following manner: such may be proposed and considered at any duly convened meeting of the Board of Directors at a meeting exclusively called for such purpose, with written proxy voting permitted.

ARTICLE X

Dissolution and Limitation

10.(1) Dissolution. In the event of dissolution of the Corporation, the residual assets of the organization will be turned over to one or more of those organizations that are themselves exempt entities as described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law, or to the Federal, State, or Local government for an exclusively public purpose.


10.(2) Limitation. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted by (a) a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any future United States Code (pertaining to internal revenue) legislation or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or any other corresponding provisions of any future United States Code legislation pertaining to internal revenue.

10.(3) Limitation. Notwithstanding any other provisions of these Articles, the purposes hereinbefore given are limited to those described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any other corresponding provisions of any future United States Code (pertaining to internal revenue) legislation.

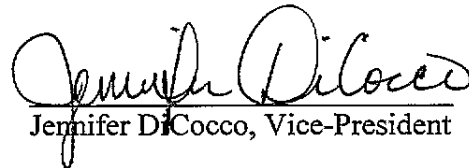
The Board of Directors shall elect the following officers, President, Vice-President, Secretary/Treasurer and such other officials as the by-laws of this corporation may authorize the directors to elect from time to time. Initially such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held the following persons shall serve as corporative officers.

Election and Appointment. When a vacancy occurs on the Board of Directors for any reason, such as vacancy shall be filled by advance nomination and subsequent election, by a simple majority of the members of the Board (with written proxy voting permitted); or alternatively, a vacancy shall be filled immediately by the appointment of a new Director by the unanimous consent of the Board of Directors (waiving the one week delay requirement hereinafter stated for elections), with written proxy voting permitted; but in no event shall any new Director be elected until the passage of one (1) full week from the date of the individual's nomination.

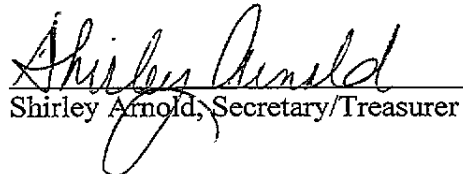
Stephen Arnold
President
741 N. Combee Rd.
Lakeland, FL 33801


Stephen Arnold, President

Jennifer DiCocco
Vice-President
4610 Prairie Point Blvd.
Kissimmee, FL 34746


Jennifer DiCocco, Vice-President

Shirley Arnold
Secretary/Treasurer
741 N. Combee Rd.
Lakeland, FL 33801


Shirley Arnold, Secretary/Treasurer

DESIGNATION OF REGISTERED OFFICE
and
ACCEPTANCE OF APPOINTMENT AS REGISTERED
AGENT FOR CORPORATION


FILED
99 APR 12 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By my signature hereinunder following, I, Steve Arnold, do hereby declare and certify my acceptance of designation and appointment as the Registered Agent for "The Secret Place Training Center and Fellowship, Inc." in accordance with F. S. 607.034, and hereby consent to receiving all legal process directed to or served against the aforementioned Corporation.

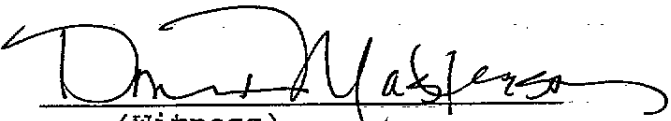
Further, I declare and certify that the Registered Office of "The Secret Place Training Center and Fellowship, Inc." is located at 741 North Combee Road, Lakeland, Florida 33801.



Steve Arnold



(Witness)



(Witness)

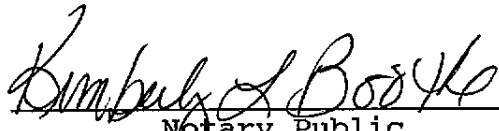
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned officer, personally appeared the Affiant herein, to wit: Steve Arnold, who, after being duly sworn (or affirming to tell the truth), deposes, said and acknowledged:

1. That he is sui juris.
2. That he is executing the foregoing Designation Of Registered Office Acceptance Of Appointment As Registered Agent For Corporation freely and voluntarily and that no force, or threat of force, has been applied upon him to compel or induce his execution of said instrument:



Kimberly L. Boothe
MY COMMISSION # CC607531 EXPIRES
December 12, 2000
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public

SWORN TO (or affirmed), ACKNOWLEDGED and SUBSCRIBED before me this 9th day of March 1999 at Tampa, Hillsborough County, Florida.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned officer, personally appeared the Affiants herein, to wit: Steve Arnold, Jennifer DiCocco, and Shirley Arnold, who, after first being duly sworn (or affirming to tell the truth), acknowledged before me that each was executing the foregoing Articles of Incorporation as Subscribers (and incidentally as initial Directors and initial Officers) freely and voluntarily for the uses and purposes therein expressed:



Kimberly L. Boothe
MY COMMISSION # CG807531 EXPIRES
December 12, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

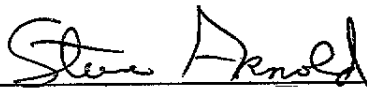
Kimberly L. Boothe


Notary Public

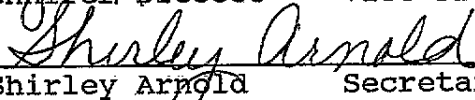
SWORN TO (or affirmed), ACKNOWLEDGED and SUBSCRIBED before me
this 9th day of March 1999 at Tampa, Hillsborough
County, FLORIDA.

IN WITNESS WHEREOF, the undersigned Subscribers, initial
Directors and initial Officers hereto have set their hands and
seals this 9th day of March 1999 at Tampa,
Hillsborough County, Florida:


(Witness)


Steve Arnold (SEAL)
President


Jennifer DiCocco (SEAL)
Vice President


Shirley Arnold (SEAL)
Secretary/Treasurer


(Witness)