

N99000002438

TRANSMITTAL LETTER

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

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-04/16/99--01035--025
*****78.75 *****78.75

SUBJECT: WINGS OF PRAISE INCORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: CLORTHEA M. JAMES
Name (Printed or typed)

8127 VILLAGE GREEN RD.
Address

ORLANDO FL. 32818
City, State & Zip

(954) 981-8314
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 16 PM 4:30

NOTE: Please provide the original and one copy of the articles.

R. Purinton APR 19 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR 16 PM 4: 30

ARTICLES OF INCORPORATION
Of
WINGS OF PRAISE MINISTRIES, INC.

This is to certify that we, the undersigned, for the purpose of forming a corporation under the provisions of Chapter 617 of the Florida Statutes, do hereby make, subscribe, acknowledge and file these Articles of Incorporation and certify that:

ARTICLE I
(Name)

The name of this Corporation shall be as follows:

WINGS OF PRAISE MINISTRIES, INC.

ARTICLE II
(Address of Corporation)

The principal place of business address of this corporation shall be 1134 E. Plant Street Winter Garden FL., 34787 and at such other points in the United States and foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE III
Subscriber

The names and residence addresses of the subscribers of this corporation are as follows:

NORMAN J. JAMES	8127 Village Green Rd. Orlando FL. 32818
CLORTHEA M. JAMES	8127 Village Green Rd. Orlando FL. 32818

ARTICLE IV
(Not for Profit)

The corporation is a corporation not-for-profit as defined in Chapter 617, Florida Statutes, in that it is not formed for pecuniary profit and no part of the income or assets of the Corporation is distributed to or for the benefit of its Members, Directors or Officers, except to the extent permissible under the law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986.

ARTICLE V
(Registered Office and Agent)

The street address of the Registered Office of the Corporation is 1134 E. Plant Street, Winter Garden FL. 34787 and the name of the its Registered Agent at that address is NORMAN J. JAMES.

ARTICLE VI
(Purposes)

The Corporation is organized and shall be operated exclusively for Religious, charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Solely for the above purposes, but not by way of limitation, the Corporation is empowered to:

SECTION I. Exercise all the powers conferred by law upon corporations not for profit, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitations as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein

ARTICLE VII
(Qualifications and Limitations)

SECTION I: No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Members, Trustees or Officers, 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 purposes set forth in Article VI hereto.

SECTION II: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION III: The territory in which the Corporation's operations are principally to be conducted is the United States of America; the Corporation also may conduct operations in foreign countries, subject, however, to the laws of the State of Florida.

SECTION IV: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction 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 VIII

(Member)

The Corporation shall have voting members who shall be elected (and may be removed) by the voting members and shall have all the rights and privileges of members of the Corporation. The bylaws may provide for one or more classes of voting members. The bylaws may also provide for nonvoting members of one or more classes. Voting members and nonvoting members shall be admitted in such a manner and shall have such rights and privileges as are set forth in the bylaws of the Corporation. The members shall not be personally liable for the debts of the corporation

**ARTICLE IX
(Directors)**

The management of the Corporation shall be vested in a Board of Directors. The number of persons constituting the present Board of Directors is 6 (Six) the number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less three (3) persons. The voting members of the Corporation shall elect the members of the Board of Directors, in accordance with the provisions set forth in the bylaws of the Corporation. The Board of Directors shall have the power to make, alter, amend, and rescind the corporation bylaws. The name and address of each present member of the Board of Directors of the Corporation are as follows:

NAME	ADDRESS
NORMAN J. JAMES	8127 Village Green Rd., Orlando FL 32818
CLORETHA M. JAMES	8127 Village Green Rd., Orlando FL 32818
WILLIE MAE BELL	4503 LK Martin LN. Apt E Orlando FL. 32808
JIMMY C. BELL	4503 LK Martin LN. Apt E Orlando FL. 32808
JANICE MIKE	1105 Orange Blvd. Polk City FL. 33868
JACAT BROCKETT	4737 Sandy Shore Dr. Orlando FL 32804

ARTICLE X
(Officers)

The Corporation shall have the officers described in its articles of incorporation or its bylaws who shall be elected or appointed at such time and for such terms as is provided in the articles of incorporation or the bylaws. In the absence of any such provisions, all officers shall be elected or appointed by the Board of Directors annually. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the bylaws or Board of Directors. The bylaws or the Board of Directors shall delegate to one of the officers responsibility for preparing minutes of the directors' and members' meetings and for authenticating records of the corporation. The same individual may simultaneously hold more than one office in the corporation.

ARTICLE XI
(Bylaws)

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XII
(Indemnification)

The Corporation shall indemnify its Directors, Officers, employees, and agents in accordance with the Bylaws of the Corporation.

ARTICLE XIII
(Amendment)

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors, and Officers are subject to this reservation. The

Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for

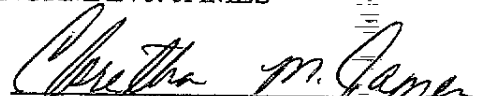
amendments are adopted by the Corporation pursuant to law, provided that any amendment will not adversely affect the status of the corporation as an organization qualifying under 501(c) (3) of the Internal Revenue Code.

ARTICLE XIV
(Duration)

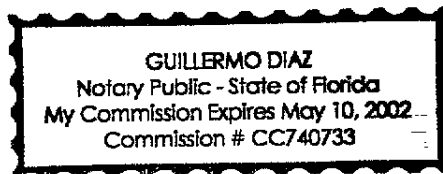
This duration (term) of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned incorporates have hereunto set their hands and seals at Hollywood, State of Florida this ___ day of April 1999.


NORMAN J. JAMES


CLORETHA M. JAMES

 4/13/99



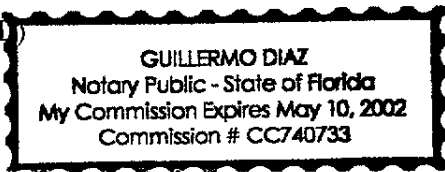
STATE OF FLORIDA)

COUNTY OF ~~ORANGE~~) SS

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared NORMAN J. JAMES AND CLORETHA M. JAMES known personally to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledge before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 13 day of April 1999.

SEAL



Guillermo Diaz
NOTARY PUBLIC, State of Florida

My commission expires: _____

ACCEPTANCE BY REGISTERED AGENT

I hereby accept designation as Registered Agent of the above named corporation.

Norman J. James
NORMAN J. JAMES

99 APR 15 PM 4:30

FILED
SECRETARY OF STATE
VISION OF CORPORATIONS