

LAW OFFICES
PRICE & PRICE, CHARTERED

2400 MANATEE AVENUE WEST
BRADENTON, FLORIDA

L. FLOYD PRICE*

DALE L. PRICE

*CERTIFIED CIRCUIT COURT MEDIATOR

September 7, 1999

Post Office Box 1519
Bradenton, Florida 34206

Telephone: (941) 748-0550
Facsimile: (941) 745-2079

N99000005488

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

Re: Articles of Incorporation
The Word Plus, Inc., a non-profit
corporation

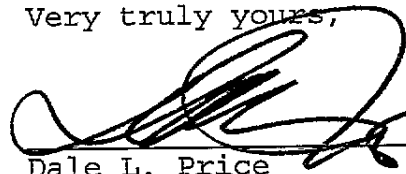
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*****78.75 *****78.75

Gentlemen:

Please find enclosed the original Articles of Incorporation for The Word Plus, Inc. Please file the Articles and forward a certified copy of the Articles to my office in the enclosed stamped, self-addressed envelope. Enclosed please find a check in the amount of \$78.75. If you need anything further, please advise.

Thank you for your cooperation in this regard.

Very truly yours,



Dale L. Price

DLP/jl
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS9/16/99

ARTICLES OF INCORPORATION

FOR

THE WORD PLUS, INC.

ARTICLE I

Name, Address and Registered Agent

The corporation hereby formed shall be a non-profit corporation, the name of which shall be THE WORD PLUS, INC. The principal office shall be located at 7954 Royal Birkdale Circle, Bradenton, Florida 34202, although the corporation may maintain offices elsewhere.

The address of the registered office is 7954 Royal Birkdale Circle, Bradenton, Florida 34202; and the name of the registered agent at that address is VERSA CAROLYN WILLIAMS.

ARTICLE II

Purposes

The general nature of the purpose of the Foundation created hereby shall be to provide support to non-profit organizations that are involved in the following ministries, to wit: (1) translation of the Holy Bible into languages in which an acceptable translation does not presently exist, (2) the publication, provision, or distribution of Holy Bibles to persons who do not otherwise have ready access to same, (3) the provision of both spiritual enlightenment based upon the Holy Bible, and charitable/educational aid in the form of money and other forms of property and services to or for the direct benefit of persons

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

deemed to be deserving of such aid, all in compliance with these Articles of Incorporation and the By-laws of the Foundation.

ARTICLE III

Powers

In addition to any powers provided by Chapter 617, Florida Statutes, as the same may from time to time be amended, or any other Florida Statute, the Foundation will have the following powers:

- A. To receive by gift, devise, bequest, grant or purchase any money, security, real or personal property, or any other thing of value, absolutely or in trust, to be used, whether the principal or income therefrom, immediately or in the future or as provided by the conditions of a trust.
- B. To hold, use, dispose of, invest, manage, disburse, and to properly account for assets subject to its control.
- C. To the extent permitted by law, to act and perform the duties of trustees or to act in any other fiduciary capacity under deed or trust, will, codicil, agreement, or other instrument, and to obligate itself to perform and execute any and all such conditions or trusts.
- D. To borrow or raise money, and to draw, make, accept, endorse, execute and issue promissory

notes, draft, bills of exchange, warrants, bonds, debentures, and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and interest thereon by mortgage, pledge, conveyance, or other assignments in trust, in whole or in part, of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, where the assets to be encumbered are not subject to limitations which would prohibit this.

- E. To do everything necessary, proper, and advisable for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto and connected therewith, to the extent permitted by law.

ARTICLE IV

Capital Stock

The Foundation shall have no Capital Stock.

ARTICLE VI

Term

The Foundation shall have perpetual existence, and shall make every effort to maintain and expand its investment base as

measured in 1999 U.S. dollars or their equivalent so as to generate income that may be used to perpetually fulfill the purpose of the Foundation as stated herein.

ARTICLE VII

The Directors and Officers

A. The affairs of the Foundation shall be managed by the Board of Directors, or by such committee thereof as may be so authorized in the Foundation By-Laws. The Board of Directors shall have full authority and power granted to such Boards of Directors of Corporations under the laws of the State of Florida.

B. Voting Directors: The Board of Directors shall consist of no less than three (3) voting Directors and no more than fifteen (15) voting Directors, and the initial Board of Directors shall have seven (7) voting members. Two additional voting Directors shall be elected by the initial Board of seven Directors within one (1) year from the date of the first official meeting of the Board of Directors. The Chairman of the Board of Directors shall be a voting member, and shall not be restricted to voting only in the event of a tie vote.

The initial Directors shall be as follows, to wit:

(1) Versa Carolyn Williams, (2) Bruce L. Williams, (3) Barbara L. Stem, (4) Reverend Brian L. Williams and (5) Brenda L. Williams shall serve as Directors for their lifetimes or until they resign or are declared to be mentally incapacitated by a Court of competent jurisdiction. (6) Daniel S. Hager and (7) Reverend

Joseph Brannon shall serve for three (3) year terms. As aforesaid, within one (1) year after the first official meeting of the Board of Directors, the said Board shall elect a Director to serve for a two (2) year term, and a Director to serve a one (1) year term.

In the event of the death, resignation or incapacity of a lifetime Director as above set forth, said lifetime term shall be converted into a one, two or three year term as required to have, to the extent possible, an equal number of one, two and three year terms on the Board of Directors. In the event of this or other vacancy on the Board of Directors, whether same be regarding voting Directors or non-voting Directors, said vacancies shall be filled by three-quarter (3/4) majority vote of the remaining voting members of the said Board.

C. Non-voting Directors: No less than two (2) and no more than five (5) non-voting Directors shall serve on the Board of Directors. Karen Cashell shall be such a non-voting member of the Board of Directors and shall remain on the Board as a non-voting member so long as she desires, becomes mentally incapacitated or is removed for good cause shown, and if she continues to provide substantial bookkeeping services for the H. R. Williams Family Limited Partnership.

Charlotte Boyle shall also be a non-voting member of the Board of Directors and shall remain on the Board as a non-voting member so long as she desires, becomes mentally incapacitated or is removed for good cause shown, and so long as

she is employed by Regions Bank, and the said bank continues to be the primary bank used by the H. R. Williams Family Limited Partnership.

D. Increase or decrease in number of voting Directors.

Any change in the number of voting Directors, including the initial increase from seven (7) Directors to nine (9) Directors, the removal of any Board member, or the replacement of a Board member, shall require the approval of three-fourths (3/4) majority of all voting Board members, and may be accomplished only after all voting Board members have been properly notified of the time and place of the Board of Directors meeting wherein such action is to be considered.

E. Eligibility requirements for serving as a voting member of the Board: Eligibility requirements for serving as a voting member of the Board shall be as follows. The applicants shall affirm their faith as being the same as that of the Foundation originators which is as follows: Candidates must acknowledge that they have sinned against God ("For ALL have sinned and come short of the glory of God", Romans 3:23), believe that Jesus Christ died for those sins ("For God so loved the world that he gave his only begotten Son, that whoever believes in him shall not perish, but have everlasting life", John 3:16), have ask Christ to forgive their sins (In Him, Christ, we have redemption through his blood, the forgiveness of sin", Ephesians 1:7), turn from their old way of life ("But unless you repent, you will likewise perish",

Luke 13:3) and have publicly acknowledged Jesus Christ as their personal Savior and Lord ("If you confess with your mouth the Lord Jesus and believe in your heart that God raised Him from the dead, you will be saved", Romans 10:9), thereby guaranteeing themselves eternal life and heaven ("And if I go and prepare a place for you, I will come again and receive you unto Myself, that where I am, there you may be also", John 14:3) and to understand their failure to do the above will condemn them to everlasting death (For judgment is without mercy", James 2:13). Concurrently, although never reaching perfection in this life, must strive for and exhibit a high moral and ethical lifestyle.

F. Compensation of Board of Directors: All voting and non-voting Board of Directors members shall serve without compensation or reimbursement, except as set forth in the By-laws of the Foundation.

G. Officers: The Foundation shall have the following officers who shall be elected by a three-quarters (3/4) majority of and be members of the Board of Directors:

President

Vice-President

Secretary

Treasurer

The Board of Directors may create additional offices, prescribe the duties thereof and elect persons to fill such offices. The duties and responsibilities of said officers shall be

published in the By-Laws of the Foundation.

H. Frequency of Board of Directors Meetings: The Board of Directors shall meet quarterly, or as often as reasonably necessary to carry out its responsibilities. Meetings between the quarterly meetings may be by telephone, video conferencing, or as otherwise decided by the Board of Directors if agreed upon prior thereto by a three-quarters (3/4) majority of the voting members of the Board of Directors. Meetings will be held in or near Sarasota, Florida, or as otherwise determined by the Board of Directors upon unanimous consent of the then current voting members of the Board of Directors.

ARTICLE VIII

Incorporators

The name and address of the individual signing these Articles of Incorporation as Incorporator are: **VERSA CAROLYN WILLIAMS, 7954 Royal Birkdale Circle, Bradenton, Florida 34202.**

ARTICLE IX

By-Laws

The By-Laws of this Foundation shall be made, altered, or rescinded by the Board of Directors. The By-Laws shall operate to carry out the purposes of the Foundation and to facilitate the operational procedures thereof. A vote of three-quarters (3/4) of the voting members of the Board of Directors shall be required to effect any alteration, change or amendment.

ARTICLE X

Dissolution

Upon dissolution of the Foundation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

ARTICLE XI

Tax Exempt Status

Notwithstanding any other provisions of these Articles, this corporation will not carry on any other activities not permitted to be carried on by:

A. A corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended or the corresponding provision of any future United States Internal Revenue Law; 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 provision of any future United States Internal Revenue Law.

ARTICLE XII

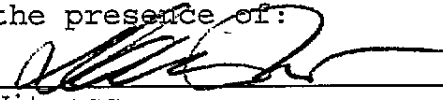
Amendments

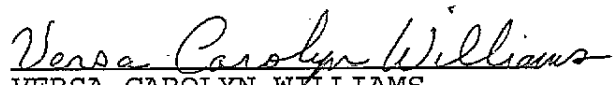
(A) Amendments to the Articles of Incorporation shall be made in the following manner: The voting members of the Board of Directors shall adopt a resolution setting forth the proposed amendment, and same shall be adopted by a vote of a three-quarters (3/4) majority of voting Directors.

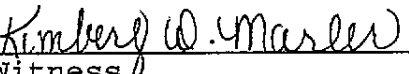
Such action shall be effective upon filing Articles of Amendment with the Secretary of State of the State of Florida, or as otherwise provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 7th day of September, A.D. 1999.

Signed and sealed in the presence of:


Witness
Printed Name: DACE L. PRICE


VERSA CAROLYN WILLIAMS


Witness
Printed Name: Kimberly D. Marler

STATE OF FLORIDA
COUNTY OF Manatee

BEFORE ME, a Notary Public with authority to take acknowledgments in the State and County set forth above, personally appeared VERSA CAROLYN WILLIAM, who is personally known to me, or who produced _____ as identification, and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed said Articles of Incorporation freely, voluntarily and for the purposes

stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 2th day of September, A.D. 1999.

Joy L. Liming
Notary Public
Printed Name: Joy L. Liming

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My Commission Expires:  Joy L. Liming
MY COMMISSION # CC548954 EXPIRES
May 10, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 607, Florida Statutes, the following is submitted:

VERSA CAROLYN WILLIAMS, the original incorporator of the proposed corporation, THE WORD PLUS, INC., which shall have its registered office at 7954 Royal Birkdale Circle, Bradenton, Florida 34202, has named VERSA CAROLYN WILLIAMS of 7954 Royal Birkdale Circle, Bradenton, Florida 34202, to serve as Registered Agent for the said corporation, such designation becoming effective as of the date of the approval of the Articles of Incorporation filed herewith.

Having been designated to accept service of process for the above-referenced corporation, at the address indicated in this Certificate, I hereby accept such designation and agree to comply with the State laws relating to such office.

Versa Carolyn Williams
VERSA CAROLYN WILLIAMS