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Doug Fulford Ministries
3700 Forest Glen Dr.
Pensacola, Florida 32504
(850) 475-1097

December 2, 1999

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

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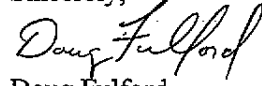
Re: Incorporation of Doug Fulford Ministries

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for Doug Fulford Ministries. Please file Articles of Incorporation with the Department of State. We have enclosed a check in the amount of \$78.75 for filing fees.

If you have questions or need additional information feel free to contact me at the address listed below.

Sincerely,


Doug Fulford
President

Doug Fulford Ministries
3700 Forest Glen Drive
Pensacola, Florida 32504
(850) 475-1097

Enclosure

FILED
00 JAN -3 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ax 1/10

ARTICLES OF INCORPORATION
FOR
DOUG FULFORD MINISTRIES, INC.

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00 JAN -3 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be DOUG FULFORD MINISTRIES, INC.

ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The principal place of business of the corporation is 3700 Forest Glen Drive, Pensacola, Florida 32504 and the mailing address is 3700 Forest Glen Drive, Pensacola, Florida 32504.

ARTICLE III - DURATION

The corporation shall have perpetual duration.

ARTICLE IV - PURPOSE

The corporation is a not for profit corporation organized and existing for religious and charitable purposes. The main purpose of this organization is to propagate the gospel of Jesus Christ by all available means, both at home and in foreign lands. Further, the general purposes for which this corporation is formed are to operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt under that Code.

The specific purposes for which the corporation is organized are:

- (1) To spread the Gospel of the Lord Jesus Christ throughout the world.
- (2) To minister to the Body of Christ through preaching, teaching, counseling, and the conduct of religious services and worship.
- (3) To help further train and equip those already in ministry and those who are preparing for ministry.
- (4) To assume our share of responsibility and the privileges of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands and in pursuance of said purposes to engage in whatever form of religious worship or activity that may be necessary to promote such purposes, and to exercise and enjoy all rights and privileges incident to such purposes.

- (5) To make, enter into and perform contracts of every kind and description necessary, advisable or expedient in carrying out the purposes of the corporation, and to that end to receive, hold and administer the funds of the corporation for the said purposes.
- (6) To have and maintain one or more offices within the State of Florida and conduct any of its affairs in the State of Florida or elsewhere within and without the United States.
- (7) To have the authority, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things necessary, useful, suitable, desirable or proper for the furtherance and attainment of purposes of the corporation.

ARTICLE V - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the by-laws of the corporation.

ARTICLE VI - LIMITATION OF POWERS

(1). No Private Inurement: No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, members, trustees, officers, directors or 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 purposes set forth in these Articles.

(2). No Political Activity: No substantial part of the activities of this 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.

(3). No Unpermitted Activities: Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue code of 1986 or any corresponding section of any future federal tax code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code.

(4). Distribution of Assets Upon Dissolution: Upon the dissolution of this corporation, the last board of directors shall distribute the assets of the corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code, to such organizations organized and operated exclusively for such purposes. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized

exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code.) Assets not so distributed shall be disposed of by the Circuit Court of Escambia County, Florida, exclusively for such purposes or to such organizations, as that Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - DIRECTORS/OFFICERS

The corporation is organized on a non-stock basis and shall have no members. The powers of this corporation shall be exercised, its property controlled, and its affairs under the direction of and conducted by a board of directors. The number of directors shall be three or more provided the number of directors may be changed by the board as long as there are never less than three.

The initial board of directors shall be chosen by the incorporator. Officers shall be nominated and elected by the appointed directors. The initial directors and officers shall serve until the next annual meeting of the corporation. The election of officers and directors shall take place at the annual meeting in the manner as set forth in Article IV of the By-laws of the organization. Officers and directors of this organization shall be elected for a term of one year. Persons officially on duty when election of directors and officers is held shall be permitted to vote by absentee ballot.

Unless otherwise provided in By-laws, the corporation shall have as officers a president, one or more vice-presidents, a secretary, and a treasurer which shall be chosen by the board of directors and the officers shall serve at the pleasure of the board of directors. A person may serve as one or more officers.

The annual meeting of the corporation shall be held in JANUARY of each year on the date set by the President. Annual meetings of the corporation may be held in or out of the State of Florida.

The following persons are designated to act as directors for the first year of corporate existence or until their respective successors shall be duly qualified:

Name and Address	Office
Bert D. Fulford II 3700 Forest Glen Drive Pensacola, FL 32504	President and Director
Melissa - Joyce F. Fulford 3700 Forest Glen Drive Pensacola, FL 32504	Secretary and Director
Richard Gaherty 5780 Adelyn Road Pensacola, FL 32504	Treasurer and Director
Terry VanGilder 5725 Reynosa Drive Pensacola, FL 32504	Director

Anthony Beauchamp
720 Piney Lane
Cantonment, FL 32533

Director

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

Bert D. Fulford II
3700 Forest Glen Drive
Pensacola, Florida 32504

ARTICLE IX - INITIAL REGISTERED OFFICE/AGENT

The street address of the initial registered office of this corporation is 3700 Forest Glen Dr., Pensacola, Florida 32504, and the registered agent at this address is Bert D. Fulford II whose written acceptance as such follows these Articles.

ARTICLES X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors.

ARTICLE XI - AMENDMENT

Amendments to these Articles of Incorporation may be made by the board of directors by resolution adopted by two-thirds vote of a quorum of directors.

The undersigned incorporator has executed these Articles of Incorporation this 1st day of December, 1999.

Bert D. Fulford II
BERT D. FULFORD II

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

DOUG FULFORD MINISTRIES, INC.

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

Bert D. Fulford II
3700 Forest Glen Drive
Pensacola, FL 32504

FILED
00 JAN -3 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Bert D. Fulford II
BERT D. FULFORD II

DATE 12-7-99