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WALKER & FAIRBANKS, P.A.
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Mail is not delivered to the street address

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PEGGY D. ADOLPHSON, C.L.A.

PLEASE REPLY TO:

P.O. Box 676
Ponte Vedra Beach, FL 32004-0676

Jacksonville Office: (904) 998-9800

March 21, 2000

New Filings Section
Corporation Division
Post Office Box 6327
Tallahassee, Florida 32314

600003181756--6
-03/23/00--01085--008
*****78.75 *****78.75

Re: Higher Ground Missions, Inc.
Non profit corporation

Ladies and Gentlemen:

Enclosed are the original Articles of Incorporation for the above entity to be filed in your office.
Also enclosed is our check in the amount of \$78.75 to cover the following filing fees:

Filing fee	\$35.00
Certified Copy	8.75
Registered Agent fee	<u>35.00</u>
Total	\$78.75

If you have any questions regarding this matter, please call me.

Very truly yours,

WALKER & FAIRBANKS, P.A.



Peggy D. Adolphson
Certified Legal Assistant

pa
Enclosures

FILED
00 MAR 23 PM 5:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6
T BROWN MAR 28 2000

**ARTICLES OF INCORPORATION
OF
HIGHER GROUND MISSIONS, INC.**

FILED
00 MAR 23 PM 5:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I.
Name, Seal And Offices.**

Section 1. Name. The name of this corporation is and shall be: HIGHER GROUND MISSIONS, INC.

Section 2. Offices. The principal office and mailing address of the corporation shall be: 100 Ironwood Drive, #113, Ponte Vedra Beach, Florida 32082. The corporation may also have offices at such places as the Board of Directors may from time to time appoint or the purpose of the corporation may require.

**ARTICLE II.
Statement Of Corporation Nature.**

This is a nonprofit corporation organized solely for general charitable purposes pursuant to Chapter 617 of the Florida Statutes. This corporation is organized under a non-stock basis.

**ARTICLE III.
Purposes.**

Section 1. To minister to, nurture, counsel and teach persons who seek spiritual guidance or encouragement during a life crisis; to promote prayer and Bible study; to give glory to God and Jesus Christ; and to create and produce materials such as music, books, articles, audio and video tapes to assist in such ministries.

Section 2. In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

Section 3. The purposes for which the Corporations is organized shall be confined to those which are strictly religious and charitable.

Section 4. The Corporation shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive or un-American activities.

ARTICLE IV.

Term.

This corporation shall have a perpetual existence unless dissolved according to law.

ARTICLE V.

Membership.

The sole class of members of this corporation shall be its Directors and such other persons of moral character who may become members by a 2/3 vote of the existing membership.

The members of this corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE VI.

Incorporator.

The name and address of the Incorporator of these Articles of Incorporation is:

Amelia Snider 100 Ironwood Drive, #113, Ponte Vedra Beach, Florida 32082

ARTICLE VII.

Powers.

The corporation shall have all the powers set forth in Florida Statute 617.0302 unless specifically prohibited by these Articles of Incorporation.

Notwithstanding any other provision of these articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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 of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VIII.
Registered Agent.

The street address of the initial registered office shall be 217 Ponte Vedra Park Drive, Suite 200, Ponte Vedra Beach, Florida 32082 and the name of the initial registered agent of the corporation at that address is Randal C. Fairbanks.

ARTICLE IX.
Management Of Corporate Affairs.

Section 1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be not less than three. Initially, the Board of Directors shall consist of nine members, provided however, that such number may be changed (but in no event to a number less than three) by a bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until their successors are duly elected and qualified.

Section 2. Meetings of Directors. Annual meetings shall be held each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution. The Directors shall be elected at each annual meeting of the members. Each Director shall hold office for one (1) year and until his or her successor is elected, qualified, or until death, resignation or removal. Directors may be re-elected to serve more than one term in office.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and bylaws of this corporation authorize the Director to so act. Such a statement shall be *prima facie* evidence of such authority.

Section 3. Names of Directors. The names and addresses of such first members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Amelia Snider	100 Ironwood Drive, #113, Ponte Vedra Beach, Florida 32082
Leila Quinlain	404 15 th Avenue North, Neptune Beach, Florida 32266
Brenda Cohen	4313 N.W. 32 nd Street, Gainesville, florida 32605
Sheila Brooks	256 Patrick Mill Drive, Ponte Vedra Beach, Florida 32082

NAME**ADDRESS**

David Brooks
Sunnie Savage
Pamela Welch
Annetta McCoy
Joan Bailey

256 Patrick Mill Drive, Ponte Vedra Beach, florida 32082
76 West Ninth Street, Atlantic Beach, Florida 32233
979 Colony Creek Drive, Lawrenceville, Georgia 30043
3384 Sheridan Road, Jacksonville, Florida 32207
2742 St. Louis Court, Ponte Vedra Beach, Florida 32082

ARTICLE X.**Bylaws.**

Subject to the limitations contained in the bylaws, and any limitations set forth in Chapter 617, Florida Statutes, concerning corporate action that must be authorized or approved by the members, the bylaws may be altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the bylaws.

ARTICLE XI.**Dedication Of Assets**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XII.**Distribution Of Assets.**

In the event of dissolution of the corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax codes or shall be distributed to the Federal, state or local government for a public purpose. 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.

ARTICLE XIII.**Amendment Of Articles.**

Amendments of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by vote of two-thirds of a quorum of members of the corporation.

ARTICLE XIV.

Miscellaneous.

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 2942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4991(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The undersigned, being the sole incorporator of this corporation, and being the subscriber to this corporation for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida has executed these Articles of Incorporation this 20TH day of MARCH, 2000,

X Amelia Snider
Amelia Snider

STATE OF FLORIDA)

COUNTY OF ST. JOHNS)

The foregoing Articles were acknowledged before me this 20TH day of MARCH, 2000, by Amelia Snider, [☒] who is personally known to me, or [☐] who has produced _____ as identification.

Randal C. Fairbanks
Notary Public, State of Florida at Large
Notary's Stamped or Printed Name: Randal C. Fairbanks
My commission expires: 8-8-01



RANDAL C. FAIRBANKS
Comm. No. CC 645501
My Comm. Exp. Aug. 8, 2001
Bonded thru Pichard Ins. Agcy.

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.

By: Randal C. Fairbanks
Randal C. Fairbanks, Registered Agent

FILE
00 MAR 23 PM
TALLAHASSEE, FLORIDA
SECRETARY OF STATE