

3415 W. Hillsborough Ave
Apt #628
Tampa, FL 33614

N000000002275
Ordained Ministries

March 28, 2000

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

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****131.25 *****87.50

RE: Incorporation of Ordained Ministries, Inc.

Dear Sir/Madam:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation of the above captioned corporation containing the Registered Agent Designation.
2. A check in the amount of \$131.25 made payable to your order, representing the following fees:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certificate under seal	\$8.75
Certified Copy	<u>\$52.50</u>
Total	\$131.25

Please return copies of the Certificate Underseal and clocked in Articles of Incorporation once registered. A return envelope is enclosed for your convenience.

Thanking you in advance for your immediate attention to this matter. I remain,

Very truly yours,



Joe T. Butler
Ordained Ministries

FILED
00 APR -3 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch APR 5 2000

*Ye have have not chosen me, but I have chosen you, and
ordained you, that ye should go and bring forth fruit.....*

FILED

ARTICLES OF INCORPORATION
OF
ORDAINED MINISTRIES, INC.

00 APR -3 PM 1:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Corporation, for the purpose of forming a Corporation under Section 617.1006 of the Florida General Corporation Act hereby adopts the following Article of Incorporation.

ARTICLE I
NAME

The name of this corporation ("Corporation") shall be:

ORDAINED MINISTRIES, INC.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS:

The principal place of business and the mailing address of the Corporation shall be:

13311 Mike Drive
Tampa, FL 33617

ARTICLE III
DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV
PURPOSE(S)

The specific Purpose(s) 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. In furtherance of such purposes, the Corporation shall be authorized (a) through (l):

(a) To minister to the spiritual needs of the world and teach the Gospel of Jesus Christ to the lost through song.

(b) To conduct, both directly and through grants to other charitable organizations, activities in furtherance of the charitable or educational purposes permitted of Section 501(c)(3) organizations, including but not limited to the provision of services to youths from economically disadvantaged backgrounds or circumstances.

(c) To seek donations of funds and tangible property in furtherance of the objectives set forth herein, and to engage in appropriate fundraising activities as may be necessary to underwrite the cost of operation and maintenance of the Corporation and its activities.

(d) To make gifts, grants, and contributions to other organizations exempt under Section 501(c)(3) and to participate in cooperative activities or joint ventures with any such organizations.

(e) To receive and maintain personal or real property, or both; and, subject to the restrictions and limitations herein set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable and educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3).

(f) To receive assistance, money (as dues or otherwise), real or personal property, and any other form of contributions, gift, bequest, devise, endowment, or grant from any person, firm, partnership, corporation, United States governmental organization, or entity, or an entity or organization of any one or more of the United States (or any subdivision thereof), to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts or contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the bylaws.

(g) To establish an office and employ such assistance and clerical personnel as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

(h) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

(i) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in

real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership.

(j) To contract and be contracted with, and to sue and be sued.

(k) To adopt and use a corporation seal.

(l) To do all acts and things requisite, necessary, proper, and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) and to the other limitations provided in these Articles of Incorporation.

ARTICLE V MEMBERSHIP

The corporation shall not have members.

ARTICLE VI INCORPORATORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of Directors (which number shall not be less than three) shall be as provided in the bylaws. The names and addresses of the initial directors are as follows:

Kirk Russell, Director
6007 Marta Drive
Tampa, FL 33617

Romaine Edwards, Director
13311 Mike Drive
Tampa, FL 33617

Renard Edwards, Director
6007 Marta Drive
Tampa, FL 33617

Joe T. Butler, Assistant Director
3415 W. Hillsborough Ave #628
Tampa, FL 33614

The matter in which the Directors are elected or appointed is as follows: The terms for which the Directors shall serve and the method of election of Directors, shall be stated in the bylaws.

ARTICLE VII LIMITATION OF CORPORATE POWERS

The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes, unless limited are as follows: 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 DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION

a. Compensation. A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless engaged by the Board of Directors as a member of the staff of the Corporation. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount and approved for payment in the manner provided by the bylaws.

b. Indemnification. Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer is adjudged guilty of or liable for willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director, and agent of the Corporation in amounts determined from time to time by the Board of Directors.

c. Interest of Directors and Offices in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are shareholders, partners, or employees, or in which they are interested, or between the Corporation and any corporation, association, or partnership of which one or more of its directors or officers are shareholders, members,

directors, officers, partners, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer, or officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by vote of majority of the directors present. Such interested director or directors, officer or officers shall be counted in determining whether a quorum is present but shall not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction, which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE IX AMENDMENTS TO BYLAWS

The power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the directors in accordance with the provisions of the bylaws.

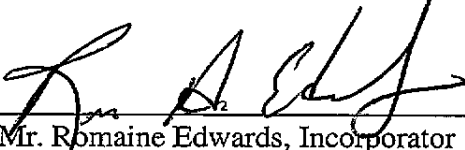
ARTICLE X DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation pursuant to the Florida Statutes, 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 by transferring such assets to such organizations that are exempt under Section 501(c)(3) as are engaged in activities of the type described in Article IV above, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county of which the principal office of the Corporation is then located, exclusively for such purposes, or to such organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XI
INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 13311 Mike Drive, Tampa, Florida 33617, and the name of the initial registered agent of the Corporation at that address, that is authorized to receive service of process, is Mr. Romaine Edwards, a Florida resident.

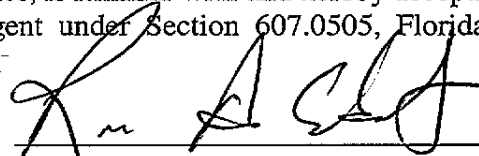
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 30th day of March, 2000.



Mr. Romaine Edwards, Incorporator
13311 Mike Drive
Tampa, Florida 33617

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Mr. Romaine Edwards, a Florida resident, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and hereby accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Mr. Romaine Edwards

**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:

ORDAINED MINISTRIES, INC.

(must include suffix)

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

Romaine Edwards

(NAME)

13311 Mike Drive

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tampa, FL 33617

(CITY/STATE/ZIP)

00 APR -3 PM 1:11
FILED
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 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.

Romaine Edwards
(SIGNATURE)

3/30/00
(DATE)