

ND00000002698

LAW OFFICE

ANITA BING, P.A.

P. O. BOX 20341
TAMPA, FL 33622-0341
(813)246-6220

March 14, 2000

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

600003171686--7
-03/15/00--01105--009
*****78.75 *****78.75

Re: Keys To Life Ministries, Inc.
Name Reservation: 2635124

EFFECTIVE DATE
03-09-00

Dear Sir/Madam:

Enclosed is an original and copy of the Articles of Incorporation and Designation of Registered Agent for the above mentioned corporation, as well as the filing fee.

Please file and mail the Certificate of Incorporation to me at P. O. Box 4843 Winter Park, FL 32793. Should you have any questions or comments, please do not hesitate to contact me at (407)616-6265.

Sincerely,



Anita K. Bing, Esq.

W-7596

Enclosures: Check for Fees of \$78.75
Articles of Incorporation (Original & 1 Copy)

00 MAR 10 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. Burch APR 21 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 22, 2000

ANITA BING, P.A.
PO BOX 20341
TAMPA, FL 33622-0341

SUBJECT: KEYS TO LIFE MINISTRIES, INC.
Ref. Number: W00000007596

We have received your document for KEYS TO LIFE MINISTRIES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 900A00015772

ARTICLES OF INCORPORATION
OF
KEYS TO LIFE INTERNATIONAL, INC.

(A Not For Profit Corporation)

FILED
00 MAR 10 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned residents and citizens of the United States of America of full age of majority, have for the purpose of forming a not for profit religious corporation pursuant to Chapter 617 of the Florida Not for Profit Corporation Act, for the purposes expressed in Article III hereof, adopted the following Articles of Incorporation:

ARTICLE I. NAME & DURATION

EFFECTIVE DATE
03-09-00

The name of the Corporation is KEYS TO LIFE INTERNATIONAL, INC., and its duration is to be perpetual effective with the filing with the Secretary of State or March 9, 2000, whichever is earlier.

ARTICLE II. PRINCIPAL OFFICE & REGISTERED AGENT & OFFICE

The name of the registered agent and the location and address of the Corporation's registered office in the State of Florida is, H. Leroy Arnold, Jr. 310 Maple Street, Titusville, FL 32780.

The street and mailing address of the principal office of the Corporation is 310 Maple Street, Titusville, FL 32780.

ARTICLE III. PURPOSE

This nonprofit Corporation is formed without any purpose of pecuniary profit and shall have no capital stock. This Corporation is organized Not for Profit and is organized and operated exclusively for exempt purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code including the following purposes:

- A. Religious;
- B. Provide quality professional counseling from a Biblical perspective and Christian world-view;
- C. To operate as a parachurch organization coming along side and assisting churches in providing biblical counsel to congregants;
- D. Preach and teach in churches, to church leaders and members on the believer's mental

- health, marriage relationships, conflict management, parenting, communications and other pertinent topics to the present day church;
- E. Assist churches in the development and implementation of counseling policies and procedures consistent with biblical and regulatory guidelines;
 - F. Provide training for lay and pastoral counselors;
 - G. Spread the Word of the Gospel through seminars, retreats, television, radio, books, audio and video tapes, pamphlets and other forms of mass media for the purpose of educating the individual in the Word of God;
 - H. Offer a well balanced ministry that speaks to the mental, emotional, spiritual and relationship needs of people;
 - I. Provide relief to the poor, distressed or underprivileged regardless of ability to pay or other qualifications;
 - J. Provide psychological and personality testing and reports for leaders and staff;
 - K. Enter into contracts, leases and other obligations as needed;
 - L. To acquire and hold such property, either real or personal, for exempt purposes as may be necessary in the worship of God and spread of the Gospel;
 - M. To engage in any lawful business or activities related hereto and to engage in any lawful act or activity for which nonprofit corporations may be organized under Florida Law as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights; and
 - N. Do all things necessary and proper to accomplish the exempt purposes of the organization within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV. MEMBERSHIP

This Corporation shall have membership the qualifications, classes, rights, terms and the quorum, voting and notice requirements of which shall be set forth in the Bylaws.

ARTICLE V. POWERS & DISSOLUTION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustee, officers, or other private persons, except that the Corporation shall be authorized and empowered to be paid reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 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 by:

- (1) A corporation 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); or

(2) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

B. The Board of Trustees may cause the Corporation to solicit, collect, receive, accumulate, administer and disburse funds in such manner as will, in the sole discretion of the Board of Trustees, most effectively operate to further the purposes of the Corporation.

C. Upon the dissolution of the Corporation, the Board of Trustees 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 a religious organization and a "Public Charity" under Section 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or to an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exists or as they may hereafter be amended, as the Board of Trustees shall determine. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to an organization or organizations as said Court shall determine, which are organized and operated exclusively for purposes described in Section 501(c)(3) of the Code (or any corresponding future provisions).

ARTICLE VI. INDEMNIFICATION

The corporation shall indemnify any current or former officer, trustee, employee, or agent to the full extent permitted by law.

ARTICLE VII. BYLAWS

Corporate bylaws may be amended or repealed, in whole or in part, by the Board of Trustees in the manner provided therein.

ARTICLE VIII. BOARD OF TRUSTEES

The governing body of the Corporation shall be its Board of Trustees. The initial Board of Trustees shall be elected at the organizational meeting of the corporation. The manner in which the Trustees shall be elected or appointed shall be fixed by the Bylaws and the number of trustees shall be at least three (3) persons.

The initial Board of Trustees shall be:

H. LeRoy Arnold, Jr.	310 Maple Place	Titusville, FL 32780
Brenda J. Arnold	310 Maple Place	Titusville, FL 32780

Larry Linkous
Darrel Hammonds

4525 Apollo Rd. Titusville, FL 32780
1425 Golfview Dr. Titusville, FL 32780

ARTICLE IX. INCORPORATORS

The name and address of the incorporators are:

1. H. Leroy Arnold Jr. 310 Maple Place, Titusville, FL 32780
2. Brenda J. Arnold 310 Maple Place, Titusville, FL 32780

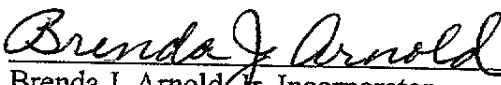
ARTICLE X. AMENDMENT

These Articles may be amended at any regular meeting of the voting members, or at a special meeting called for that purpose, by a two-thirds (2/3) majority of the voting members.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of April, 2000.



H. Leroy Arnold, Jr. Incorporator



Brenda J. Arnold, Jr. Incorporator

STATE OF FLORIDA
COUNTY OF Brevard

SWORN TO AND SUBSCRIBED before me for said County and State, personally appeared H. Leroy Arnold, Jr. who is known to me to be the same person who executed the foregoing Articles of Incorporation as incorporator and duly acknowledge the execution of the same.

In Witness Whereof, I have hereunto subscribed be official seal, this 10th day of April 2000.

Linda Lorraine Pfeifer
Notary Public in and for the State of Florida
Commission No.: _____ Commission Expires: _____

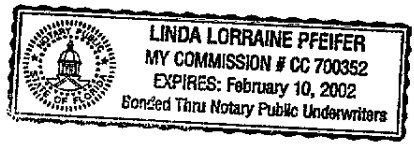


STATE OF FLORIDA
COUNTY OF Brevard

SWORN TO AND SUBSCRIBED before me for said County and State, personally appeared Brenda J. Arnold, Jr. who is known to me to be the same person who executed the foregoing Articles of Incorporation as incorporator and duly acknowledge the execution of the same.

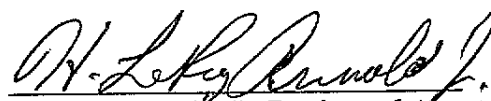
In Witness Whereof, I have hereunto subscribed be official seal, this 10th day of April 2000.

Linda Lorraine Pfeifer
Notary Public in and for the State of Florida
Commission No.: _____ Commission Expires: _____



**REGISTERED AGENT DESIGNATION
KEYS TO LIFE INTERNATIONAL, INC.**

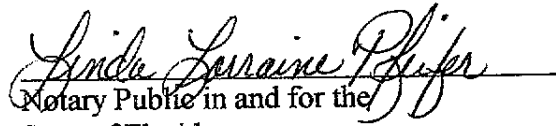
I, H. Leroy Arnold, Jr., having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the Article of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with 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.


H. Leroy Arnold, Jr. Registered Agent

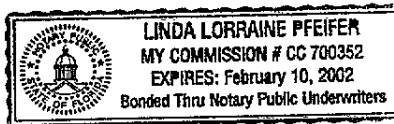
STATE OF FLORIDA
COUNTY OF Duval

SWORN TO AND SUBSCRIBED before me for said County and State, personally appeared H. Leroy Arnold, Jr. who is known to me to be the same person who executed the foregoing as Registered Agent and duly acknowledge the execution of the same.

In Witness Whereof, I have hereunto subscribed be official seal, this 10th day of April 2000.


Notary Public in and for the
State of Florida
Commission No.:
Commission Expires:

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FILED
00 MAR 10 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA