

NO00000002844
SHUTTS & BOWEN LLP

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

FIRST UNION CENTER
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200 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (954) 524-5505
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SIDNEY C. CALLOWAY
DIRECT LINE (954) 847-3833

FILED
00 MAR 21 PM 2:05
TALLAHASSEE, FLORIDA
scalloway@shutts-law.com

March 31, 2000

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

000003193340--1
-04/03/00--01100--011
*****78.75 *****78.75

RE: Articles of Incorporation, High Five Life Development Corporation

Dear Sirs/Madames:

Please find enclosed original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75 to cover the cost of the filing fee, Designation of Registered Agent and certified copy for the above referred entity.

Thank you in advance for the prompt consideration of this matter.

Very truly yours,

SHUTTS & BOWEN LLP

Sidney C. Calloway
Sidney C. Calloway
Signed in Sidney Calloway's absence
to facilitate mailing

SCC:sdh
Enclosures
cc: Wayne Lomax, Pastor

FTLDOCS 5004728.1 SCC

4-27
[Handwritten signature/initials]



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 20, 2000

SIDNEY C. CALLOWAY, ESQ.
200 E. BROWARD BLVD., SUITE 2000
FT. LAUDERDALE, FL 33301

SUBJECT: HIGH FIVE LIFE DEVELOPMENT CORPORATION
Ref. Number: W00000010441

We have received your document for HIGH FIVE LIFE DEVELOPMENT CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

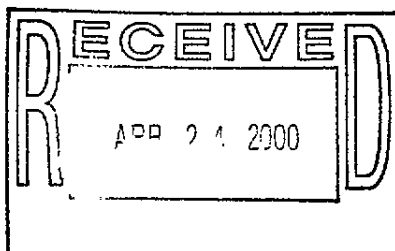
The document must have original signatures.

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) 487-6995.

Wanda Cunningham
Document Specialist

Letter Number: 500A00021753



ARTICLES OF INCORPORATION
OF

HIGH FIVE LIFE DEVELOPMENT CORPORATION

FILED
00 APR 27 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

Section 1.1. The name of the corporation is HIGH FIVE LIFE DEVELOPMENT CORPORATION ("the corporation").

**ARTICLE II
DURATION**

Section 2.1 The Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III
NON-STOCK CORPORATION**

Section 3.1 The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue certificates of Membership.

**ARTICLE IV
PURPOSE**

Section 4.1 The purpose for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 4.2 The Corporation shall have the power, either directly or indirectly, wither alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter from time to time.

Section 4.3 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affection one or more of its purposes); and no Director or Officer of the Corporation or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.5 The Corporation shall distribute its income for each taxable year at such time and in such manners not to become subject to tax undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.6 The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.7 The Corporation shall not retain any excess business holdings as defined in Section 4943© of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.8 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.

Section 4.9 The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.10 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 4.11 Upon the dissolution of the Corporation, 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, 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 an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the country where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

MEMBERS

Section 5.1 This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

ARTICLE VI

DIRECTORS

Section 6.1 The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of at least two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

- 6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.
- 6.1.2. Adoption of an amendment to the Articles of Incorporation or by the Bylaws.
- 6.1.3. Organization of a subsidiary or affiliate by the Corporation.

6.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2 The initial Board of Directors shall consist of the following members elected in accordance with this Section 6.2 and the Bylaws:

<u>NAME</u>	<u>ADDRESS</u>
Gwendolyn R. Lipscomb	1630 SW 97 th Terrace, Pembroke Pines, FL 33025-3694
Brian Bailey	323 SW 190 th Terrace, Pembroke Pines, FL 33029
Reda Pierre	502 SW 200 th Terrace, Pembroke Pines, FL 33029
Faye Munnings	351 NW 135 th Terrace, Apt. 103, Pembroke Pines, FL 33028
Nancy Fowles	4040 NW 196 th Street, Opa Locka, FL 33055-1871

Section 6.3 The term of office of an elected Director shall be one (1) year and shall expire, regardless of whether or not a successor shall have been duly elected and qualified. The terms of elected Directors shall be staggered so that no elected Director's term expires less than four (4) months before the expiration of the next elected Director.

ARTICLE VII

ADDRESS

Section 7.1 The Street Address of the principal office of this Corporation in the State of Florida is:
8201 Northwest Peters Road
Suite 1000
Plantation, FL 33324

The Board may, from time to time, move its principal office in the State of Florida to another place in this State.

ARTICLE VIII

REGISTERED AGENT AND REGISTERED OFFICE

Section 8.1 The Registered agent and registered office of the Corporation shall be:

Monique Gilliard Taylor
8201 Northwest Peters Road
Suite 1000
Plantation, FL 33324

**ARTICLE IX
AMENDMENT**

Section 9.1 These Articles of Incorporation may be amended in the manner and with the vote provided by law.

**ARTICLE X
BYLAWS**

Section 10.1 The Board of Directors of this Corporation shall adopt Bylaws for the government of the Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

**ARTICLE XI
INCORPORATOR**

Section 11.1 The name and address of the Incorporator of this Corporation is as follows:

Sidney C. Calloway, Esquire
Shutts & Bowen LLP
200 East Broward Boulevard
Suite 2000
Fort Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of February, 2000.

INCORPORATOR


Sidney C. Calloway

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 607.0501(3), Florida Statutes, the following is
submitted in compliance with said Sections:

HIGH FIVE LIFE DEVELOPMENT CORPORATION

organize under the laws of the State of Florida with its principal office as indicated in the Certificate
of Incorporation, at the City of Plantation, County of Broward, State of Florida, has named Mel L.
Wilson, located at 8201 Northwest Peters Road, Suite 1000, County of Broward, State of Florida,
as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the
place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with
the provisions of said Sections relating to keeping open said office.

Date

3/30/00

Registered Agent

Mel L. Wilson

FILED
00 APR 27 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1000000002844
SHUTTS & BOWEN LLP

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

FIRST UNION CENTER
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FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (954) 524-5505
FACSIMILE (954) 524-5506

SIDNEY C. CALLOWAY
DIRECT LINE (954) 847-3833

FILED
00 APR 27 PM 2:05
TALLAHASSEE, FLORIDA
scalloway@shutts-law.com

March 31, 2000

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

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

RE: Articles of Incorporation, High Five Life Development Corporation

Dear Sirs/Madames:

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Thank you in advance for the prompt consideration of this matter.

Very truly yours,

SHUTTS & BOWEN LLP

Sidney C. Calloway
Sidney C. Calloway
Signed in Sidney Calloway's absence
to facilitate mailing

SCC:sdh
Enclosures
cc: Wayne Lomax, Pastor

FTLDOCS 5004728.1 SCC

4-27
[Handwritten signature/initials]



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 20, 2000

SIDNEY C. CALLOWAY, ESQ.
200 E. BROWARD BLVD., SUITE 2000
FT. LAUDERDALE, FL 33301

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Ref. Number: W00000010441

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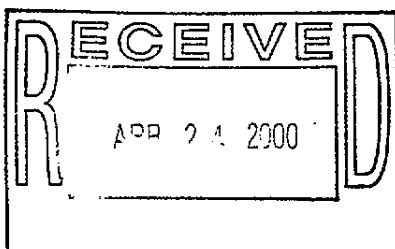
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If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Cunningham
Document Specialist

Letter Number: 500A00021753



ARTICLES OF INCORPORATION
OF

HIGH FIVE LIFE DEVELOPMENT CORPORATION

FILED
00 APR 27 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PURPOSE

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Section 4.2 The Corporation shall have the power, either directly or indirectly, wither alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter from time to time.

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- 6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.
- 6.1.2. Adoption of an amendment to the Articles of Incorporation or by the Bylaws.
- 6.1.3. Organization of a subsidiary or affiliate by the Corporation.

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Faye Munnings	351 NW 135 th Terrace, Apt. 103, Pembroke Pines, FL 33028
Nancy Fowles	4040 NW 196 th Street, Opa Locka, FL 33055-1871

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Plantation, FL 33324

ARTICLE IX
AMENDMENT

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ARTICLE X
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ARTICLE XI
INCORPORATOR

Section 11.1 The name and address of the Incorporator of this Corporation is as follows:

Sidney C. Calloway, Esquire
Shutts & Bowen LLP
200 East Broward Boulevard
Suite 2000
Fort Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of February, 2000.

INCORPORATOR


Sidney C. Calloway

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 607.0501(3), Florida Statutes, the following is
submitted in compliance with said Sections:

HIGH FIVE LIFE DEVELOPMENT CORPORATION

organize under the laws of the State of Florida with its principal office as indicated in the Certificate
of Incorporation, at the City of Plantation, County of Broward, State of Florida, has named Mel L.
Wilson, located at 8201 Northwest Peters Road, Suite 1000, County of Broward, State of Florida,
as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the
place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with
the provisions of said Sections relating to keeping open said office.

Date

3/30/00

Registered Agent

Mel L. Wilson

FILED
00 APR 27 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA