

✓N00000003098

PHILIP S. HANEY LL.M. (TAXATION)
ADMITTED OKLAHOMA AND TENNESSEE

LAW OFFICES
PHILIP S. HANEY ASSOCIATES
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May 4, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

via UPS 2nd Day Air

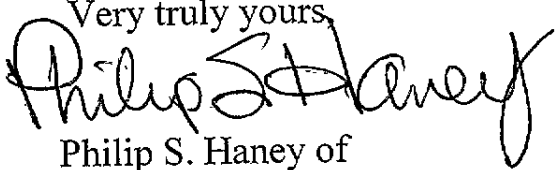
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Re: *Triumphant Ministries International, Inc.*

Dear Ladies and Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of ***Triumphant Ministries International, Inc.*** Previously, by phone conversation, we were informed by your office that the name "***Triumphant Ministries International, Inc.***" was available for use in Florida. Please file the original articles and return a file-stamped copy to the undersigned in the self-addressed stamped envelope provided. A check made payable to the "Florida Department of State" in the amount of \$70 is enclosed to cover the cost of filing.

Please call the undersigned if you have any questions in connection with this filing. Thank you for your cooperation and courtesies.

Very truly yours,

Philip S. Haney of
PHILIP S. HANEY ASSOCIATES

PSH:jkp
Enclosures

pc: David Durham

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00 MAY -8 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAY 10 2000

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ARTICLES OF INCORPORATION 00 MAY -8 PM 2: 02
OF
TRIUMPHANT MINISTRIES INTERNATIONAL, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A Florida Corporation Not for Profit)

The undersigned, acting as Incorporator of a corporation, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be **TRIUMPHANT MINISTRIES INTERNATIONAL, INC.**

ARTICLE II
DURATION

The period of duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III
CORPORATE PURPOSES; POWERS

1. The purposes for which the Corporation is organized and operated are exclusively religious, charitable 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. Such purposes shall include the following:

(a) To function as a multi-faceted support ministry to local churches, church pastors and leaders;

(b) To function as a leadership development institute for men and women whose lives, testimony and call is to hold key positions in churches throughout the world;

(c) To function as a source of teaching literature for the Christian community, including textbooks, manuals and conference materials relating to personal development, church leadership and growth, and counseling;

(d) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State of Florida; and

(e) To exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the Corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax exempt status as a religious, charitable and educational organization as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

2. As a means of accomplishing the above purposes and methods, in accordance with and in addition to the powers conferred by the laws of the State of Florida, the Corporation shall have the following powers:

(a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.

- (b) To raise and assist in raising funds for the purposes herein set forth.
- (c) To acquire, own, lease, mortgage and dispose of property, both real and personal.
- (d) To accept property and donations in trust for religious, charitable or educational purposes.
- (e) To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic, or foreign, as investments or otherwise, in carrying out any of the purposes of the Corporation and, while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.

3. In the conduct of the affairs of the Corporation:

- (a) The property of the Corporation is irrevocably dedicated to religious, charitable and educational purposes, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth in this Article.

- (b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent 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 any activities that are unlawful under applicable federal, state or local laws.
- (c) The Corporation shall not:
 - (i) operate for the purpose of carrying on a trade or business for profit;
 - (ii) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or
 - (iii) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.
- (d) The Corporation's operations are to be conducted principally in the United States of America; the Corporation also may conduct operations in foreign countries, subject, however, to the laws of the State of Florida.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street and mailing address of the principal office of the Corporation is: 1172 South Dixie Highway, MB 352, Coral Gables, Florida 33146-2918. The street mailing address of the registered agent is: 3737 Matheson Avenue, Coconut Grove, Florida 33133, and the name of the registered agent at such address is Dr. Frederick A. Drummond.

ARTICLE V
MANAGEMENT OF CORPORATE AFFAIRS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors which shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by a majority of the directors, but at no time shall there be fewer than three (3) directors of the Corporation.

ARTICLE VI
INITIAL DIRECTORS

The manner in which the directors of the Corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the Corporation. The names and street addresses of the initial directors of the Corporation are:

Name

Address

Dr. Frederick A. Drummond

3737 Matheson Avenue
Coconut Grove, Florida 33133

Eric Ansart

95 Edgewater Drive
Coral Gables, Florida 33133

Kenneth P. Brackett

1 Edgewater Drive
Coral Gables, Florida 33133

ARTICLE VII
CORPORATE NATURE

This Corporation is organized under a non-stock basis.

ARTICLE VIII
MEMBERS

This Corporation shall not have members, and shall be governed exclusively by its Board of Directors. The Directors shall be appointed, removed, replaced or elected as provided in the Corporation's Bylaws.

ARTICLE IX
AMENDMENTS

Amendments to these Articles of Incorporation may be adopted by a majority of the directors in the manner set forth in the Bylaws of this Corporation.

ARTICLE X
INCORPORATOR

The name and address of the Incorporator is:

Philip S. Haney
Philip S. Haney Associates
Boulder Towers
1437 South Boulder Avenue
Suite 1050
Tulsa, Oklahoma 74119-3616

ARTICLE XI
MISCELLANEOUS

1. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on:

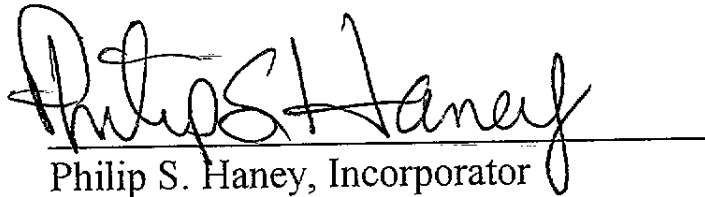
- (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) or,
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

2. In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to a nonprofit corporation qualifying as an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, and as an organization qualifying as a public charity under the provisions of Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the directors of the Corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed or contributed by such directors, for any other such purpose. Any of such assets not so 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 such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Dated this 4th day of May, 2000.

The undersigned Incorporator has executed these Articles of Incorporation this 4th day of May, 2000.

Signature of Incorporator:


Philip S. Haney, Incorporator

FILED

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, 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:

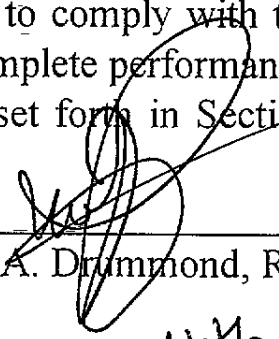
TRIUMPHANT MINISTRIES INTERNATIONAL, INC.

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

Dr. Frederick A. Drummond
3737 Matheson Avenue
Coconut Grove, Florida 33133

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations set forth in Section 607.325, Florida Statutes.



Dr. Frederick A. Drummond, Registered Agent

Dated: May 4th, 2000