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May 4, 2000

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

SUBJECT: Restoration Outreach Church of Brandon, Inc.

Dear Sirs:

Enclosed is an original and one copy of the articles of incorporation and certificate of designation-registered agent/registered office and a check for \$78.75 (filing fee and certified copy).

Once filed, please return the certified copy of the articles to:

Gibbs & Craze, P. A.
5666 Seminole Boulevard
Suite 2
Seminole, FL 33772

If you have any further questions, please contact our office at (727) 399-8300.

Sincerely,

GIBBS & CRAZE, P. A.


Zachary S. Gray

FILED
00 MAY 11 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
00 MAY 11 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
Restoration Outreach Church of Brandon, Inc.**

The undersigned, acting as the incorporators of a corporation pursuant to Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

Article 1

The name of the corporation is RESTORATION OUTREACH CHURCH OF BRANDON, INC.

Article 2

The principle place of business of this corporation is 3511 South Kings Avenue, Brandon, Florida 33511 (Hillsborough County).

Article 3

The corporation is organized as a church exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), including, but not limited to, for such purposes, the establishing and maintaining of religious worship, the building and maintaining of churches, parsonages, schools, and such other religious, charitable, or educational institutions as may be appropriate in accordance with said tax exempt purposes, and further including the evangelizing of the unsaved by the proclaiming of the gospel of the Lord Jesus Christ, the educating of believers in a manner consistent with the requirements of Holy Scripture, the maintaining of missionary activities in the United States and any foreign country, and any other lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under other laws of the state of Florida.

Article 4

The method of election of directors shall be stated in the Bylaws of the corporation. The corporation shall have a minimum of three (3) directors.

Article 5

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, employees, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax-exempt purposes of the corporation set forth in Article 3.

Article 6

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all 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, religious, or educational purposes as shall at the time qualify as an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Article 7

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 or in opposition to any candidate for public office.

Article 8

The corporation shall have a racially nondiscriminatory policy and therefore shall not discriminate against members, applicants, employees, and others on the basis of race, color, or national or ethnic origin.

Article 9

The qualifications, rights, privileges, duties, and classifications, of members of the corporation shall be stated in the Bylaws of the corporation.

Article 10

The street address of the initial registered office of the corporation is 3511 South Kings Avenue, Brandon, Florida 33511 and the name of the initial registered agent of the corporation at the initial registered office is Michael D. Villa.

Article 11

The names and addresses of the initial board of directors of the corporation are:

Michael D. Villa	3511 South Kings Avenue, Brandon, Florida 33511
Wayne Gill	10908 Skewlee Road, Thonotosassa, Florida 33592
Gerald Hardy	10141 Shadow Oak, Riverview, Florida 33569

Article 12

The name of incorporator of the corporation is Michael D. Villa and the address of the incorporator is 3511 South Kings Avenue, Brandon, Florida 33511.


Article 13

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, except that the corporation 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) or by an organization, 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).

Article 14

The period of the duration of the corporation is perpetual unless dissolved according to law.

In Witness Whereof, the undersigned, being the incorporator of this corporation, have executed these Articles of Incorporation this 8 day of MAY 2000.


Michael D. Villa, Incorporator

FILED
00 MAY 11 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Designation
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 AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: RESTORATION OUTREACH CHURCH OF BRANDON, INC.
2. The name of the registered agent and office is MICHAEL D. VILLA, and the address of the registered office is 3511 South Kings Avenue, Brandon, Florida 33511.

Acceptance By Registered Agent

Having been named as registered agent to accept service of process for the above named corporation at the place designated in this Certificate, 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.

May 8, 2000
Date

Michael D. Villa
Michael D. Villa, Registered Agent