

NO0000003202

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

LAW OFFICES
PHILIP S. HANEY ASSOCIATES
BOULDER TOWERS
1437 SOUTH BOULDER AVENUE, STE. 1050
TULSA, OKLAHOMA 74119-3616

TELEPHONE 918.744.1023
FACSIMILE 918.744.1043
PHILHANEY@JUNO.COM
WWW.LAWYERS.COM/CHURCHLAW

May 9, 2000

State of Florida
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

via UPS 2nd day air

200003248612--6
-05/11/00--01077--018
140.00 **70.00

Re: Articles of Incorporation
Tri-City Metro Church, Inc.
Jim & Debi Higgins Ministries, Inc.

Ladies and Gentlemen:

Enclosed find the original and one copy each of the Articles of Incorporation for *Tri-City Metro Church, Inc.* and *Jim & Debi Higgins Ministries, Inc.*, separate Florida nonprofit corporations, formed pursuant to the nonprofit statutes of the State of Florida. Enclosed is a check, payable to the Florida Department of State, in the amount of \$140 for the filing fees on behalf of each organization.

* * * * *

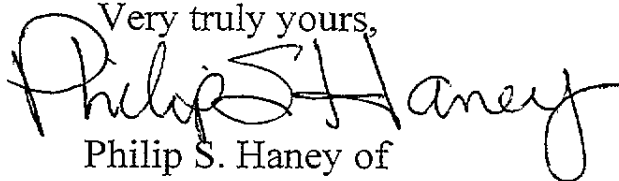
D. BROWN MAY 16 2000

May 9, 2000

Page 2

Please return file-stamped copies of the original Articles of Incorporation of each corporation, to the attention of the undersigned, immediately upon completion of the incorporation process. For this purpose, we are enclosing a self-addressed, postage prepaid envelope. For any questions you may have about this filing or the contents of these Articles, by all means contact the undersigned directly by phone (918.744.1023), or by fax (918.744.1043), or mail to the address above. Thank you for your attention to these matters and for your continuing courtesies.

Very truly yours,

A handwritten signature in black ink, reading "Philip S. Haney". The signature is written in a cursive style with a large, stylized "P" and "H".

Philip S. Haney of

PHILIP S. HANEY ASSOCIATES

PSH:jkp

Enclosures

**ARTICLES OF INCORPORATION
OF
TRI-CITY METRO CHURCH, INC.**

(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 **TRI-CITY METRO CHURCH, 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:

FILED
CO MAY 11 AM 11:23
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

- (a) Teaching, preaching and ministering the uncompromised Word of God to the faithful.
- (b) Conducting religious worship services through various forms of ministry by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all of the Commandments and provisions as set forth in the Holy Bible, the irrevocable Word of God. Pursuant thereto, the following activities and guidelines shall be established.
 - i. A recognized Creed, Code of Doctrine, discipline and form of worship.
 - ii. An ecclesiastical form of government.
 - iii. An organization of ministers to minister to the congregation of the Church.
 - iv. A Church membership based upon acceptance of a recognized creed and belief and support of the Church.
 - v. Various religious services pursuant to the recognized Creed, form of worship, code of doctrine and discipline of the Church.
- (c) Promoting and encouraging, through the ministry of the organization, cooperation with other organizations, and ministering within the community.

- (d) Acquiring and holding such property, either real or personal, for Church purposes, as may be necessary for its membership and the worship of God.
- (e) Operating for any other purpose as set forth in the church's Articles of Incorporation.

2. As a means of accomplishing the above purposes and methods, 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 or charitable 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, educational and charitable 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 initial street address and mailing address of the principal office of the Corporation is: 18723 Geraci Road, Lutz, Florida 33549. The street address and mailing address, and the name of the registered agent at such address is Reverend James A. Higgins, 18723 Geraci Road, Lutz, Florida 33549.

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 five (5) 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:

<u>Name</u>	<u>Address</u>
James A. Higgins	18723 Geraci Road Lutz, Florida 33549
Debi Higgins	18723 Geraci Road Lutz, Florida 33549
Larry Henley, Sr.	18002 Clear Lake Drive Lutz, Florida 33549
Bishop Don Meares	12602 Longwater Drive Mitchellville, Maryland 20721
Waldo Faulkner	Post Office Box 8 Lithia, Florida 33549

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. Contributions, donations, payment of tithes or other forms of offerings by members of the Corporation's church congregation shall not entitle any congregant to a vote on the Corporation's Board of Directors or membership status as a director.

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
POLICY OF NONDISCRIMINATION

No person on the grounds of race, color, sex or national origin shall be excluded from admission to any school, pre-school, learning center or other curriculum established by the Corporation or by the Corporation operating the Church, nor shall any person be excluded from participation in, or be denied the benefits of, or otherwise subjected to discrimination under, any program or activity of the Corporation or Church.

ARTICLE XII
MISCELLANEOUS

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

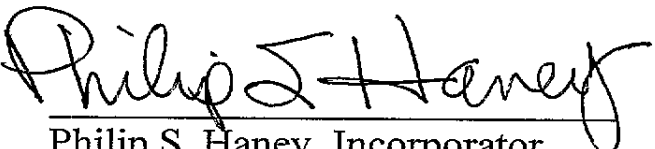
- (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) or,
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal 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 6th day of April, 2000.

The undersigned Incorporator has executed these Articles of Incorporation this 6th day of April, 2000.

Signature of Incorporator:


Philip S. Haney, Incorporator

00 MAY 11 AM 11:23

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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:

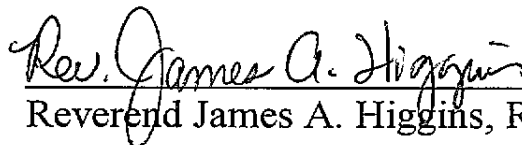
TRI-CITY METRO CHURCH, INC.

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

Reverend James A. Higgins
18723 Geraci Road
Lutz, Florida 33549

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.


Reverend James A. Higgins, Registered Agent

Dated: April 06, 2000