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

LAW OFFICES
PHILIP S. HANEY ASSOCIATES
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May 9, 2000

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

via UPS 2nd day air

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**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.

* * * * *

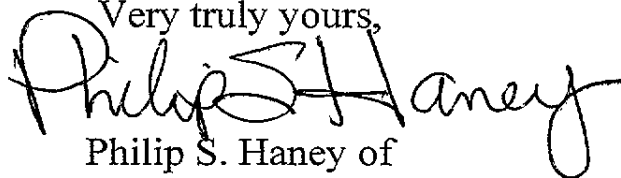
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Please return file-stamped copies of the original Articles of Incorporation of each corporation, to the attention of the undersigned, immediately upon completion of the incorporation process. For this purpose, we are enclosing a self-addressed, postage 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 that reads "Philip S. Haney". The signature is written in a cursive, flowing style with a large initial "P" and "H".

Philip S. Haney of
PHILIP S. HANEY ASSOCIATES

PSH:jkp
Enclosures

RECEIVED
CO MAY 11 AM 11:42
CLERK OF COURT
JACKSONVILLE

**ARTICLES OF INCORPORATION
OF
JIM & DEBI HIGGINS MINISTRIES, 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 **JIM & DEBI HIGGINS MINISTRIES, 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, scientific, literary 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 establish and maintain a house of worship for the one true Almighty God, our Father, and to exalt the Lord Jesus Christ, His only begotten Son, and to honor, at all times, the Holy Spirit (Ps. 42:4; 122:1; Eph. 2:19; Phil. 2:9; Rev. 4:11).

(b) To encourage members to enter into a covenant to serve and love one another in Christ; becoming a multicultural family of believers called to help one another experience ongoing growth in our personal relationship with Jesus Christ and to "grow up together" as a corporate Body of believers into the image of Christ (John 15:12; 1 John 4:21; Gal. 3:28; Eph. 4:15-16).

(c) To expound the Word of God by teaching and preaching; to scatter the Word of God abroad in accordance with the commission of Christ (Mt. 28:18-20; Mark 16:15; Acts 1:8).

(d) To regularly assemble together for fellowship with one another, both in large public congregations and in small fellowship groups in homes or other places, to worship God in Spirit and in truth, and to cooperate in the building up of the whole Body of Christ (Acts 16:4-5; Heb. 10:25; Acts 5:42, 2:42-46, 12:12, 20:20-21, 28:30; Rom. 16:5; Col. 4:15; John 4:23-24; 1 Cor. 14:26, 16:19).

(e) To evangelize around the world; promote the Gospel of Christ in the United States of America and elsewhere, with the members acting as a corporate Body, either by themselves or at their discretion, in cooperation with other bodies considered to be of like faith; by all legal and practical means, but especially by missionary and evangelistic work (Mt. 28:19-20; Mark 16:15-16; Acts 1:8, 8:4-5, 25, 35-40, 13:1-4, 16:6-10; Rom. 10:12-17, 15:18-21; 2 Cor. 10:16).

(f) To involve every willing participant in discipleship unto Christ, including fellowship and activities of service in the ministry of the Holy Spirit to the Body of Christ (John 13:34-35; 2 John 5-6; Acts 2:42).

(g) To recognize the various gifted ministers and ministries called by God to enable believers to fulfill their respective functions as members of the Body of Christ, and to bring this local body of Christ to unity, maturity and completion (Rom. 12; 1 Cor. 12:27-28; Eph. 4:8-16).

(h) To perform the sacraments of the church, including baptizing believers in water by immersion, celebrating the Lord's Supper and performing other ministries, which include, but are not limited to: anointing the sick with oil, conducting weddings and funerals, and dedicating infants (Acts 8:35-39; Rom. 6:4; Col. 2:12; 1 Cor. 11:23-26; La. 5:14; Mark 10:13-16).

(i) To strengthen the family relationships, so that the home life of each member is healthy and fruitful by Biblical standards (Eph. 5:22-6:1-4).

(j) To act with charitable concern to help all people in need of any help which this ministry can give, regardless of race, social position, or religious affiliation; to develop and carry out programs of social action for the poor, aged, widowed, orphaned, afflicted, imprisoned, or underprivileged (Gal. 6:10; Luke 4:18-19; James 1:27; Mt. 25:34-40).

(k) To pray for all people, local and national leaders, governments and all that are in authority as instructed in First Timothy 2:1-6).

(l) To support and encourage communication and extension of the Christian life and witness by sound and comprehensive preaching, teaching and application of Biblical principles to all people, not only by conventional modes, but also by all means which will affect such communication, extension, teaching and preaching. This should include methods of communication developed by modern technology. These purposes should also include to sponsor, participate in, conduct or engage in radio broadcasting, television broadcasting, the printing or reproduction and publication of recordings, books, and other materials, including a general printing and publishing business in connection with the establishment and operation of a Day Care Center, Bible School, school or schools, credit union, and homes for the indigent or aged people; to hold and conduct seminars, study groups, workshops, and meetings by either resident or traveling speakers; to receive offerings for such purposes, provided, however, that none of the foregoing shall be done for private profit; and to grant aid and pay compensation to persons, firms, and corporations for services actually rendered for such purposes, and that none of the foregoing is inconsistent with the provisions of the Articles of Incorporation and Bylaws of this Corporation (Mt. 24:14, 28:28-20; Mark 16:15-16; Psalms 112:5; Mt. 5:42).

(m) To set forth and license ministers, as they may be called, and ordain ministers as elders, as they may qualify, and ordain deacons, as they may qualify; to send forth and maintain ministers, missionaries or other workers for the establishment and upbuilding of churches, or institutions, and to assist in the establishment and maintenance of other churches and institutions either domestic or foreign (1 Tim. 3:1-13; Titus 1:5-9; Acts 6:3; Mt. 28:18-20).

(n) To acquire and hold such property, either real or personal, for ministry purposes, as may be necessary for its membership and the worship of God.

(o) 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

(p) 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 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 Nonprofit 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
Damon Johnston	1830 Tinker Drive Lutz, 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.

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:

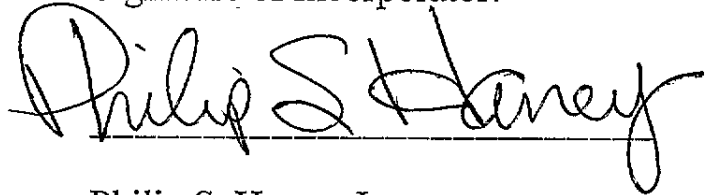
- (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) or,
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal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

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

Signature of Incorporator:

A handwritten signature in cursive script, reading "Philip S. Haney", written over a horizontal line.

Philip S. Haney, Incorporator

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

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:

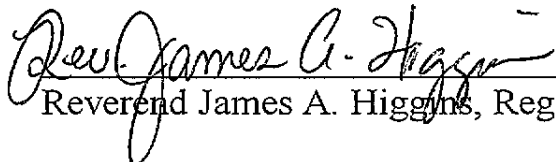
JIM & DEBI HIGGINS MINISTRIES, INC.

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