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COUNSELLORS AT LAW

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200 SOUTH ORANGE AVENUE • SUNTRUST CENTER, SUITE 2300 • P.O. BOX 112 • ORLANDO, FLORIDA 32802-0112 • (407) 649-4000  
FAX (407) 841-0168  
WRITER'S DIRECT DIAL NUMBER (407)  
May 9, 2000

John K. Wine  
528 Sunnybrook Circle West  
Ormond Beach, FL 32174

Re: SC Ministries, Inc. Articles of Incorporation

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-05/18/00--01136--008  
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Dear Mr. Wine:

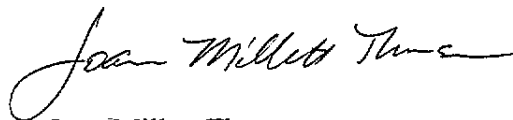
Enclosed are the final Articles of Incorporation for SC Ministries, Inc. Please sign where indicated and mail the original, one copy and the transmittal letter to:

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

You must also include a check payable to the Department of State for the amount indicated on the transmittal letter.

If you have any questions, please give me a call.

Very truly yours,



Joan Millett Thomsen  
Baker & Hostetler LLP

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May 9, 2000

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SC MINISTRIES, INC.**

(A Florida not for profit corporation)

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act (the "Act"), Chapter 617, Florida Statutes (1999), as amended, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the Corporation is SC MINISTRIES, INC.

**ARTICLE II**

**Initial Principal Office and Mailing Address**

The initial principal office and mailing address of the Corporation is as follows: 528 Sunnybrook Circle West, Ormond Beach, FL 32174.

**ARTICLE III**

**Purposes, Powers and Rights**

The Corporation is organized exclusively for religious, charitable and education purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code, as amended (the "Code").

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred upon corporations not for profit under the Act, including, but without

limitation thereon, to soliciting funds from public, to organizing fund-raising activities, to receiving gifts, devises, bequests and contributions in any form, holding and investing the receipts, and to use or apply the income therefrom or distribute the same for the above purposes. No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to any director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions and furtherance of the purposes set forth herein. The Corporation shall not have the power to declare dividends.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on:

(1) by an organization exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and/or

(2) by an organization, contributions to which are deductible under sections 170(c) (2), 2055(a) or 2522(a)(2) of the Code.

No substantial part of the Corporation shall be 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 IV

### Directors

Section 1. The number of directors of the Corporation shall be 3, which number may be increased from time to time by the Bylaws, but shall never be less than 3.

Section 2. The terms of Directors of the Corporation are set forth in the Bylaws. The qualifications and method of election and removal of the directors of the Corporation are set forth in the Bylaws.

Section 3. The names and street addresses of the individuals who will serve as the initial directors of the Corporation are as follows:

#### Name and Address

1. John K. Wine  
528 Sunnybrook Circle West  
Ormond Beach, FL 32174
2. Jim Trott  
49 Kathy Dr.  
Ormond Beach, FL 32176
3. David Neubauer  
487 John Anderson Dr.  
Ormond Beach, FL 32176

## **ARTICLE V**

### **Initial Registered Agent and Street Address**

As set forth in the registered agent's written acceptance of its appointment, which is delivered to the Department of State together with these Articles of Incorporation, the name and street address of the initial registered agent for the Corporation is as follows: John K. Wine, 528 Sunnybrook Circle West, Ormond Beach, FL 32174.

## **ARTICLE VI**

### **Incorporator**

The name and street address of the incorporator is as follows: John K. Wine, 528 Sunnybrook Circle West, Ormond Beach, FL 32174.

## **ARTICLE VII**

### **Distribution of Assets upon Dissolution**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit 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.

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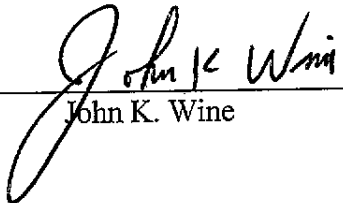
## **ARTICLE VIII**

### **Amendments**

These Articles of Incorporation may be amended by a majority of the members of the Board of Directors.

The undersigned, for purposes of forming a corporation under the laws of the state of Florida, does make, file and record these Articles of Incorporation, by and through its duly authorized officer, this 17 day of MAY, 2000.

"INCORPORATOR"

  
\_\_\_\_\_  
John K. Wine

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/  
REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

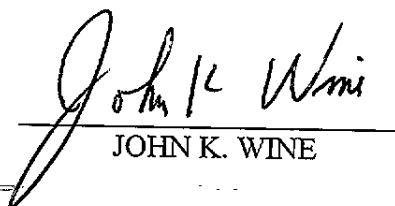
Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is SC MINISTRIES, INC.
2. The name and address of the registered agent and office of the Corporation is:

John K. Wine  
528 Sunny Brook Circle West  
Ormond Beach, FL 32174

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED, BY AND THROUGH ITS DULY ELECTED OFFICER, HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED, BY AND THROUGH ITS DULY ELECTED OFFICER, FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

**"REGISTERED AGENT"**

  
JOHN K. WINE

DATE: May 17, 2000