

N00000003613

Chaplain Services, Inc.

P.O. Box 970

Lady Lake, FL 32158

(352) 750-1767

March 13, 2001

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 31314

100003961151--1
-04/05/01--01083--001
*****35.00 *****35.00

Re: Restated Articles of Incorporation for Chaplain Services, Inc.

Enclosed:

a check for \$35.00
three copies of minutes of organizational meeting and
three copies of Restated Articles of Incorporation.

The restatement was adopted by the board of directors and does not contain any amendments requiring member approval. If the articles meet your approval, please return copies with a stamp indicating they have been filed.

Thank you for your assistance in this matter.

Sincerely,

Roger Dennis Howard - President
Roger Dennis Howard

FILED
01 APR -2 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ms. Barbara Howard GAVE

AUTHORIZATION BY PERSON

add

CORRECT

DATE

DOC. EXAM. APR 5 2001

*adoption by the board of director see above
cover letter*

nsant

APR 5 2001

Chaplain Services, Inc.
P.O. Box 970
Lady Lake, FL 32158
(352) 750-1767

October 11, 2000

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 31314

Re: CHAPLAIN SERVICES, INC.

Enclosed are four copies of restated Articles of Incorporation for CHAPLAIN SERVICES, INC. If the Articles meet with your approval, please file them and return three copies with a stamp showing that it has been filed.

Thank you for your cooperation in this matter.

Sincerely,


R. Dennis Howard



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 25, 2000

R. DENNIS HOWARD
CHAPLAIN SERVICES, INC.
P. O. BOX 970
LADY LAKE, FL 32158

SUBJECT: CHAPLAIN SERVICES, INC.
Ref. Number: N00000003613

We have received your document for CHAPLAIN SERVICES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

The document must be an original.

Please entitle your document Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 000A00054761

**RESTATED ARTICLES OF INCORPORATION
OF
CHAPLAIN SERVICES, INC.**

ARTICLE I

Corporation Name, Principal Office and Mailing Address

The name of the corporation is CHAPLAIN SERVICES, INC.

The principal office of this corporation is
39520 Grays Airport Road, Lady Lake, Florida 32159
with mailing address being
P.O. Box 970, Lady Lake, Florida 32158.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

Corporate Nature

This is a non-profit corporation, organized pursuant to the Florida Not-for-Profit
Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of this corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The purposes of the Corporation shall be for charitable religious, inspirational and educational purposes and to promote the gospel of Jesus Christ. Chaplain Services, Inc. (CSI) will minister encouragement (both publicly and privately) to individuals serving in ministry or leadership positions as well as those they serve. CSI will endeavor to minister to individuals (and family members) of those in prison or leaving prison. CSI will endeavor to minister to the abused and the abuser. CSI will endeavor to encourage and assist single parents. CSI will endeavor to minister to employees and employers of the transportation industry, (land, air, sea, rail). CSI will endeavor to establish ministry websites and distribute videos, audios, books, Bibles and other inspirational and educational materials; and to promote and support worthy Christian causes (nationally and internationally) as may be determined by the Board of Directors from time to time.

(2)

To further the above purpose, the corporation shall have full power to purchase, lease or otherwise acquire property, to publish a religious oriented newspaper or magazine, to own and/or operate radio or television stations, support missionaries, raise funds, and to do those things necessary to promulgate the Gospel in an effective and an efficient manner.

ARTICLE V

Management of Corporate Affairs

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors. The number of initial directors shall be three (3) and the number of Directors shall never be less than three (3). The number of directors may be increased or decreased from the initial number as provided for in the bylaws.

The names and addresses of the initial members of the Board of Directors are as follows:

R. Dennis Howard
39520 Grays Airport Rd.
Lady Lake, FL 32159

Barbara Gail Howard
39520 Grays Airport Rd.
Lady Lake, FL 32159

Henry Gerald Doggett
P.O. Box 608091
Orlando, FL 32860

(b) Qualifications of Directors and Officers. Only members of the corporation shall be qualified to serve as directors and officers.

(c) Selection of Directors. The Directors named herein as the first Board of Directors shall hold office until the first meeting of members of the corporation, at which time an election of Directors shall be held. All directors shall serve for a term of three (3) years. Directors shall be elected by majority vote of the members in attendance at an annual meeting, in person or by proxy, provided that a quorum of members is established at the meeting. Annual meetings shall be held at such times and places as set forth in the bylaws of the corporation.

ARTICLE VI

Earnings and Activities of Corporation

(a) 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 and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(3)

(b) 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 any candidate for public office. Notwithstanding any

other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501©3 of the Internal Revenue Code of 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Membership

Qualifications for membership in the corporation and the manner of admission of members, shall be as regulated by the bylaws for the corporation.

ARTICLE VIII

Incorporators

The name and street address of each incorporator of this corporation is as follows:

R. Dennis Howard
39520 Grays Airport Road
Lady Lake, Florida 32159

Barbara Gail Howard
39520 Grays Airport Road
Lady Lake, Florida 32159

ARTICLE IX

Amendment of Bylaws

Subject to the limitations contained in the bylaws, and any limitations set forth in the Florida Not-for-Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the bylaws.

(4)

ARTICLE X

Declaration of Assets

The property of this corporation is irrevocably dedicated to religious, charitable, and educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under section 501 © 3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

ARTICLE XI


Registered Agent and Office

The address of the corporation's registered office shall be 39520 Grays airport Road, Lady Lake, Florida 32159, and the name of the registered agent at said address shall be R Dennis Howard.

The restatement was adopted by the board of directors and does not contain any amendments requiring member approval.

(5)

The undersigned, being the incorporators of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these articles of incorporation this 15 day of FEBRUARY, 2001.



Roger Dennis Howard, President

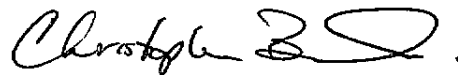

Barbara Gail Howard


Henry Gerald Doggett


STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 2/15, 2001, by R. Dennis Howard, Barbara G. Howard and Henry Gerald Doggett () who are personally known to me or () who have produced FL. DRIVERS License as identification.

 Christopher W Bacola
My Commission CC887111
Expires November 1 2003



I HEREBY ACCEPT the appointment as registered agent for CHAPLAIN SERVICES, INC.


Roger Dennis Howard

MINUTES OF ORGANIZATIONAL MEETING OF CHAPLAIN SERVICES INC.

The organizational meeting of incorporators was held at Dove Family Worship Center at 7919 Magnolia Homes Rd., Orlando, FL 32810 at 7:30 PM.

The following were present: Roger Dennis Howard
Barbara Gail Howard
Henry Gerald Doggett

Being all the incorporators of the corporation.

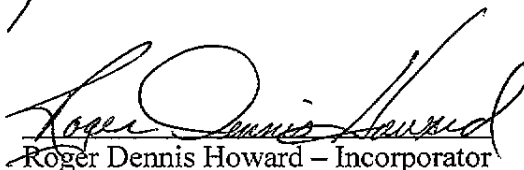
Roger Dennis Howard was appointed chairman of the meeting and Barbara Gail Howard was appointed secretary.

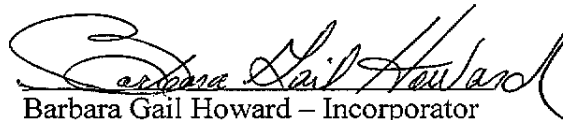
The chairman reported that the Articles of Incorporation of the corporation were filed in the Office of the Secretary of State on June 5, 2000. **He also stated that the articles had been restated and did not contain an amendment requiring member approval and that restated articles would be mailed to the office of Secretary of State following the meeting.** The chairman advised that the original and restated Charter should be affixed to the Organizational Minutes, and placed in the Minute Book of the Corporation.

Upon motion duly made and seconded and carried, Dennis Howard was chosen to be the resident agent of the corporation with the address as 39520 Grays Airport Road, Lady Lake, FL 32159.

On motion duly made, seconded and carried, the meeting was adjourned.

DATED: 1-4-2001


Roger Dennis Howard – Incorporator


Barbara Gail Howard – Incorporator


Henry Gerald Doggett – Incorporator