

NO00000003656

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

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May 24, 2000

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

via UPS 2nd day air

FILED
00 MAY 26 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

***Re: Articles of Incorporation
Family Praise and Worship World Outreach Center, Inc.
Willie and Marisol Mendez Ministries, Inc.***

Ladies and Gentlemen:

Enclosed find the original and one copy each of the Articles of Incorporation for ***Family Praise and Worship World Outreach Center, Inc.*** and ***Willie and Marisol Mendez Ministries, Inc.***, separate Florida nonprofit corporations, formed pursuant to the nonprofit statutes of the State of Florida. Enclosed are checks, payable to the Florida Department of State, in the amount of \$70 each for the filing fees on behalf of each organization.

* * * * *

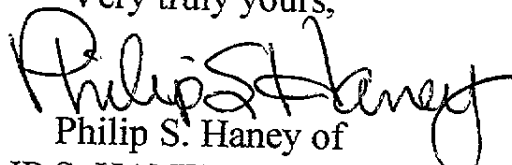
6-7
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May 24, 2000

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 dark ink, appearing to read "Philip S. Haney". The signature is stylized with a large initial "P" and a long, sweeping underline.

Philip S. Haney of
PHILIP S. HANEY ASSOCIATES

PSH:tkc
Enclosures

FILED
00 MAY 26 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WILLIE AND MARISOL MENDEZ 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 **WILLIE AND MARISOL MENDEZ 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 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 preach the Gospel through evangelistic crusades and minister the Word of God through seminars, conferences, music and other forms of religious activity thereby fulfilling the Great Commission (Matt. 28:19-20).

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

(c) 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).

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

(e) To distribute or sell religious materials, books, tapes, tracts, videos and other similar, authored products through the ministry of the Corporation.

(f) 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).

(g) 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.

(h) 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

(i) 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 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.

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- (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: 11820 Sir Winston Way; Orlando, Florida 32824. The street address and mailing address, and the name of the registered agent at such address is Reverend William Mendez, 11820 Sir Winston Way; Orlando, Florida 32824.

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 three (3) 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>
Rev. William Mendez	11820 Sir Winston Way Orlando, Florida 32824
Rev. Al Moreno	3730 Metro Parkway, #1211 Ft. Myers, Florida 33916
Rev. Marisol Mendez	11820 Sir Winston Way Orlando, Florida 32824

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
POLICY OF NONDISCRIMINATION

No person on the grounds of race, color, sex or national origin shall be excluded from admission to any school, learning center, or ministerial school or program or other curriculum established by the Corporation or by the ministry of the Corporation, 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 ministry of the Corporation.

ARTICLE X
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 XI
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 XII

MISCELLANEOUS

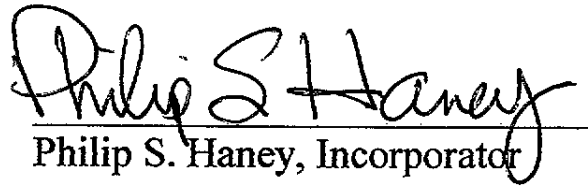
1. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on:

- (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 the 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.

The undersigned Incorporator has executed these Articles of Incorporation this 25th day of May, 2000.

Signature of Incorporator:


Philip S. Haney, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
00 MAY 26 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

WILLIE AND MARISOL MENDEZ MINISTRIES, INC.

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

Reverend William Mendez
11820 Sir Winston Way
Orlando, Florida 32824

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 William Mendez
Reverend William Mendez, Registered Agent

Date: May 25th, 2000