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HODGES FINANCIAL SERVICES
250 SOUTH CR 427, SUITE 116
LONGWOOD, FL 32750-5466
407-830-6773
FAX 407-830-5805

FILED
00 JUN 14 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 12, 2000

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

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-06/14/00--01103--018
*****78.75 *****78.75

Dear Sir:

Enclosed please find Articles of Incorporation for CHRISTIAN RESORTS & RETREATS INTERNATIONAL, INC. along with an extra copy which we would like returned to us at:

HODGES FINANCIAL SERVICES
250 South CR 427, Suite 116
Longwood, FL 32750-5466

EFFECTIVE DATE
06-09-00

We have enclosed a check in the amount of \$78.75 to cover the filing fee, certified copy, and Registered Agent designation.

Thank you for your prompt attention in this matter.

Sincerely Yours,

George Hodges, EA
George Hodges, EA

gk
6/20

ARTICLES OF INCORPORATION
OF

CHRISTIAN RESORTS & RETREATS INTNL, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes adopt(s) the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

Name

The name of the corporation shall be:

CHRISTIAN RESORTS & RETREATS INTNL, INC.

ARTICLE II

Principal place of business and mailing address.

The principal place of business and the mailing address of this corporation shall be:

221 W. LONGCREEK COVE
LONGWOOD, FLORIDA 32750

The Board of Directors may from time to time move the principal office to any other address in Florida, and so notify the Secretary of State.

EFFECTIVE DATE
06-09-00

ARTICLE III

Purpose(s)

CHRISTIAN RESORTS & RETREATS INTNL, INC. is organized to acknowledge and recognize the biblical truth that our body is God's temple; therefore, coming aside for rest, recreation and regrouping is an obligation and not an option. Its objectives are to improve the physical health and lifestyles of Christian men, women and children through rest, recreation and regrouping of the whole person.

CHRISTIAN RESORTS & RETREATS INTNL, INC. is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section(s) of any future federal tax code.

The specific purposes of CHRISTIAN RESORTS & RETREATS INTNL, INC. are:

1. To utilize the modes of travel available to bring pastors, ministry leaders, all front line church/ministry workers, and families/young people to the islands of the seas and other overseas locations for rest, relaxation and renewal.

2. To provide opportunities to fellowship, renew friendships and to commune with God and meditate on His word. To accomplish this purpose in a group setting with other Christian persons, regardless of age, economic status, race, creed or language.

3. To provide extended seminars for regrouping, spiritual renewal and interacting with other people(s) and cultures in a spiritual setting in places such as the Bahamas, Trinidad, Belize and the Turk and Caicos Islands. The idea is to provide a place where a person can come apart to be spiritually, mentally and physically renewed. The tropical setting will provide an ideal place for regrouping and coming home to do greater service for the Lord.

ARTICLE IV

Manner of election of directors

The affairs of CHRISTIAN RESORTS & RETREATS INTNL, INC. shall be conducted by the Board of Directors, which shall consist, initially, of three (3). The number of Directors may be increased or decreased from time to time, but shall never be less than three (3). Directors shall be appointed/elected in accordance with the provisions set forth in the By-laws.

The name and mailing address of the initial Directors:

GERALD P. BOURNE
221 W. Longcreek Cove
Longwood, FL 32750

ROBIN J. BOURNE
221 W. Longcreek Cove
Longwood, FL 32750

H. NORMAN GONSALVES
4335 Benedictine Circle
Orlando, FL 32812

A Board of Elders may be appointed by the President with the advice and consent of the Board of Directors to advise the Board of Directors on matters that the Board may submit to them from time to time. The number(s) of these Elders and the specific manner of their selection and duration of service will be governed by the By-Laws.

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows: -- NONE

Additional powers of the corporation:

1. To qualify for grants available for nonprofit projects;

2. To only engage in activities that further its charitable, religious and educational purposes. It shall engage only in such activities as are permitted to be carried on by corporations whose income is exempt from taxation pursuant to Section 501(c)(3), and whose contributions are deductible pursuant to Section 170(c)(2), of the Internal Revenue Code or future revisions.

No part of the activities of the corporation shall be for 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.

No part of this corporation's net earnings or assets may inure to the benefit of any Director, officer or member, except for reasonable compensation for services actually rendered.

ARTICLE VI

Dissolution

If it is necessary or desirable to dissolve the corporation, the provisions of s.617.1402, s.617.1403, and s.617.1406 shall govern. The corporation may be dissolved by a unanimous vote of the full Board of Directors. In the event of such dissolution, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to such organization(s) organized and operated exclusively for charitable, religious and educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision(s) of any future United States Internal Revenue Code or Law. The

Board of Directors shall determine to whom distribution will be made, but in any case no distribution may be made to any organization not qualified under Section 501(c)(3) or as directed by a Judge in a Court of competent jurisdiction.

ARTICLE VII

Initial registered agent and street address

The name and the street address of the initial registered agent is:

GEORGE HODGES
250 CR-427 SOUTH, SUITE 116
LONGWOOD, FLORIDA 32750

ARTICLE VIII

Incorporators

The name and the street address of the incorporator for these articles of incorporation is:

GEORGE HODGES
250 CR-427 SOUTH, SUITE 116
LONGWOOD, FLORIDA 32750

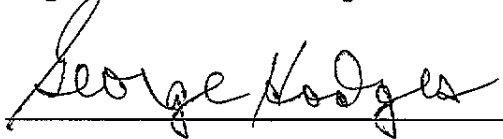
ARTICLE IX

Effective date

The effective date of the incorporation shall be June 9, 2000.

The undersigned incorporator has executed these Articles of Incorporation this 9th day of June, 2000.

Signature of Incorporator:



GEORGE HODGES

CERTIFICATE OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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:

CHRISTIAN RESORTS & RETREATS INTNL, INC.

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

GEORGE HODGES
250 CR-427 SOUTH, SUITE 116
LONGWOOD, FLORIDA 32750

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


GEORGE HODGES

6-9-00

(DATE)

FILED
00 JUN 14 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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