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ALTSCHUL, LANDY & COLLIER, P.A.

ATTORNEYS AT LAW

PLEASE REPLY TO MAIN OFFICE:

WESTON CORPORATE CENTRE
2700 S. COMMERCE PKWY., SUITE 305
WESTON, FLORIDA 33331
(954) 384-9934 • FAX (954) 384-9935

June 30, 2000

MIAMI OFFICE:

NATIONSBANK TOWER, SUITE 3920
100 S.E. SECOND STREET
MIAMI, FLORIDA 33131

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*****78.75 *****78.75

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

Re: POWER IN THE WORD, INC..

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Incorporation for the above referenced corporation. Please file the original Articles, and return one certified copy to the undersigned. Also enclosed is our check for \$78.75 which represents as follows:

Filing fee	\$ 35.00
Registered Agent fee	35.00
Certified copy	<u>8.75</u>
Total	\$ 78.75

Thank you for your assistance.

Very truly yours,



Vi Kokay, Legal Assistant to
Robert E. Collier II

REC/vk
Enclosures

FILED
00 JUL -5 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
POWER IN THE WORD, INC.
(a not-for-profit corporation)**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE ONE
NAME**

The name of this corporation is POWER IN THE WORD, INC.

**ARTICLE TWO
STATEMENT OF CORPORATE NATURE**

This is a not-for-profit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not For Profit law set forth in Chapter 617 of the Florida Statutes.

**ARTICLE THREE
PURPOSES**

The specific and primary purposes for which this corporation is formed are to operate for the advancement of religious purposes, and for other charitable purposes, by the distribution of its funds for such purposes and particularly for religious ministries and outreach to the general public.

The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

This corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE FOUR
TERM**

This corporation shall have a perpetual existence.

**ARTICLE FIVE
MEMBERSHIP**

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and

privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

ARTICLE SIX SUBSCRIBERS

The name and address of the subscriber of this corporation is as follows:

Arric D. Wilson 5501 S.W. 45th Street, Ft. Lauderdale, Florida 33314

ARTICLE SEVEN LOCATION OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT

A. The street address of the initial registered office of the corporation is 5501 S.W. 45th Street, Ft. Lauderdale, Florida 33314.

B. The name of the initial registered agent at such address is Arric D. Wilson. The undersigned is familiar with and accepts the duties of registered agent pursuant to Florida Statute § 617.0501.

ARTICLE EIGHT 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 directors of the corporation shall be not less than three; provided, however, that such number may be changed by a bylaw duly adopted by the members.

The directors named herein shall hold office until the first meeting of members, to be held on August 1, 2000 at 10:00 a.m., at 5501 S.W. 45th Street, Ft. Lauderdale, Florida 33314, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and all times thereafter, shall serve for a term of three years until the third annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 8:00 a.m. on the first Monday in January of each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action

was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the board of directors are as follows:

1. Arric D. Wilson, Chairman
2. Katherine Wilson
3. Louise L. Wilson

B. Corporate Officers: The Board of Directors shall elect the following officers: president, vice president, secretary, and treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President	Arric D. Wilson
Vice President	Carolyn Wilson
Secretary/Treasurer	Nikki N. Mobley

ARTICLE NINE BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporation action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be adopted either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE TEN DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious and charitable 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.

ARTICLE ELEVEN DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for charitable purposes which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE TWELVE
AMENDMENT OF ARTICLES**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on June 15, 2000.

By: Arric D. Wilson
ARRIC D. WILSON

**DESIGNATION AND ACCEPTANCE OF REGISTERED
AGENT FOR A FLORIDA CORPORATION**

Pursuant to the provisions of Fla. Stat. § 617.0501, 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 Power In The Word, Inc.
2. The name of the registered agent is Arric D. Wilson.
3. The address of the registered agent/registered office is 5501 S.W. 45th Street, Ft. Lauderdale, Florida 33314.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


ARRIC D. WILSON

Date: June 15, 2000

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TALLAHASSEE, FLORIDA