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United in Prayer for Pensacola, Inc.

P.O. Box 17354

Pensacola, Florida 32522

3100 West DeSoto Street

Pensacola, Florida 32505

July 18, 2000

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

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


Re: Incorporation of United in Prayer for Pensacola

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for United in Prayer for Pensacola. Please file Articles of Incorporation with the Department of State. We have enclosed a check in the amount of \$ 78.75 for filing fees.

If you have questions or need additional information feel free to contact me at the address listed below.

Sincerely,


Robert Martz
Director

United In Prayer for Pensacola, Inc.
P.O. Box 17354
Pensacola, Florida 32522
3100 West DeSoto Street
Pensacola, FL 32505
(850) 433-3078

Enclosure

FILED
00 JUL 31 AM 8:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
FOR
UNITED IN PRAYER FOR PENSACOLA, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporators of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be **United in Prayer for Pensacola, Inc.**

ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The principal place of business is 3100 West DeSoto Street
Pensacola, Florida 32505 and mailing address is P.O.Box 17354, Pensacola, Fl. 32522.

ARTICLE III - DURATION

The corporation shall have perpetual duration.

ARTICLE IV - PURPOSE

The corporation is a not for profit corporation organized and existing for religious and charitable purposes. The main purpose of this organization is to unite all Churches in the Pensacola area to join together to pray in unity making it easy for persons to say Yes to Jesus Christ. It is the purpose of United in Prayer for Pensacola to also strengthen the life of the local Churches by uniting and praying for one another. Further, the general purposes for which this corporation is formed 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 1986 or any corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt under that Code.

The specific purposes for which the corporation is organized are:

- [1] To establish prayer centers in order to bless various segments of the local community:
 - [a] governmental leaders and law enforcement agencies of Pensacola,
 - [b] household residences of Pensacola and their families,
 - [c] businesses and employees of Pensacola,
 - [d] school administrators and all schools and students in the Pensacola school system,
 - [e] the poor, widows and orphans of Pensacola,
 - [f] the medical care facilities and their patients with health and healing,

[2] To bless Pensacola with righteousness, with prosperity, with peace and safety

[3] To pray for an open heaven with continued revival of God's anointing and glory.

[4] To make, enter into and perform contracts of every kind and description necessary, advisable or expedient in carrying out the purposes of the corporation, and to that end to receive, hold and administer the funds of the corporation for the said purposes.

[5] To have and maintain one or more offices within the State of Florida and conduct any of its affairs in the State of Florida or elsewhere within and without the United States of America.

[6] To have the authority, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things necessary, useful, suitable, desirable or proper for the furtherance and attainment of purposes of the corporation.

ARTICLE V - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in Article VII of this document.

ARTICLE VI - LIMITATION OF POWERS

(1). No Private Inurement: No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, members, trustees, officers, directors or 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 these Articles.

(2). No Political Activity: No substantial part of the activities of this 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 or in opposition to any candidate for public office.

(3). No Unpermitted Activities: Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue code of 1986 or any corresponding section of any future federal tax code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code.

(4). Distribution of Assets Upon Dissolution: Upon the dissolution of this corporation, the last board of directors shall distribute the assets of the corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code, to such organizations organized and operated exclusively for such purposes. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code.) Assets not so distributed shall be disposed of by the Circuit Court of Escambia County, Florida, exclusively for such purposes or to such organizations, as that Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - DIRECTORS/OFFICERS

The corporation is organized on a non-stock basis and shall have no members. The powers of this corporation shall be exercised, its property controlled, and its affairs under the direction of and conducted by a board of directors. The number of directors shall be five or more provided the number of directors may be changed by the board as long as there are never less than five.

The initial board of directors shall be appointed by the incorporators of United in Prayer for Pensacola, Inc. Officers shall be nominated and elected by the appointed directors. The initial directors and officers shall serve until the next annual meeting of the corporation. The election of officers and directors shall take place at the annual meeting in the manner as set forth in this Article of the Articles of Incorporation for United in Prayer for Pensacola, Inc.. Officers and directors of this organization shall be elected for a term of one year. Persons officially on duty when election of directors and officers is held shall be permitted to vote by absentee ballot.

Unless otherwise provided, the corporation shall have as officers a president, a vice-president, a secretary, and a treasurer which shall be chosen by the board of directors and the officers shall serve at the pleasure of the board of directors. A person may serve as one or more officers.

The annual meeting of the corporation shall be held in March of each year on the date set by the President. Annual meetings of the corporation may be held in or out of the State of Florida.

The following persons are designated to act as directors and or officers for the first year of corporate existence or until their respective successors shall be duly qualified:

<u>Name and Address</u>	<u>Office</u>
Lila Terhune 3100 West Desoto Street Pensacola, Florida 32505	Director & President
Rick Curry 3475 Pine Forest Rd. Cantonment, Florida 32533	Director & Vice President
Rita Patterson 3100 West Desoto Street Pensacola, Florida.32505	Director & Secretary
Terry Van Gilder 5725 Reynosa Drive Pensacola, FL 32504	Director & Treasurer
Jeff Gardner P.O. Box 2090 Foley Alabama 36536	Director
Willie Williams 2933 Michael Dr Pensacola, Florida 32505	Director
Robert Martz 3100 DeSoto Street Pensacola, Florida 32505	Director

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator is:

Lila Terhune , 3100 West Desoto Street, Pensacola, Florida 32505.

ARTICLE IX - INITIAL REGISTERED OFFICE/AGENT

The street address of the initial registered office of this corporation is 3100 West DeSoto Street Pensacola, FL 32505 and the registered agent at this address is Lila Terhune whose written acceptance as such follows these Articles.

ARTICLES X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE XI - AMENDMENT

Amendments to these Articles of Incorporation may be made by the board of directors by resolution adopted by two-thirds vote of a quorum of directors.

The undersigned incorporator have executed these Articles of Incorporation this 18 th day of
July 2000.

X Lila Terhune
Lila Terhune

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

PURSUANT TO THE PROVISIONS OF SECTION 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:

United in Prayer for Pensacola, Inc.

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

Lila Terhune
3100 West DeSoto Street
Pensacola, FL 32505

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.

X Lila Terhune
LILA TERHUNE

DATE 7/28/2000 X