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

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August 21, 2000

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Florida Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32314

via UPS 2nd day air delivery

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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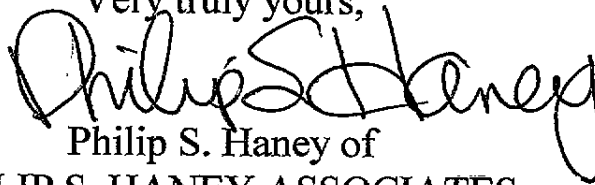
**Re: Articles of Incorporation for Mt. Moriah Victory
Church, Inc.,**

Ladies and Gentlemen:

Enclosed is an original and one (1) originally signed copy of the Articles of Incorporation of *Mt. Moriah Victory Church, Inc.* Please file the original articles and return the file-stamped copies to the undersigned in the self-addressed envelope provided. A check made payable to the "Department of State" in the amount of \$70 is enclosed to cover the cost of filing and designation of registered agent.

Please call the undersigned if you have any questions in connection with this filing. Thank you for your cooperation and courtesies.

Very truly yours,



Philip S. Haney of
PHILIP S. HANEY ASSOCIATES

PSH/tkc
Enclosures

RECEIVED

AUG 28 2000

ARTICLES OF INCORPORATION
OF
MT. MORIAH VICTORY CHURCH, INC.
(A Florida Corporation Not for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 **MT. MORIAH VICTORY CHURCH, 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, scientific, literary 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) Preaching and teaching the Gospel of Jesus Christ by fulfilling the Great Commission (Matt.28: 19-20) and living out the Great Commandment (Matt.22; 37-39).
- (b) Proclaiming the love of Christ to families, teens, children, the poor, widows and prisoners in the community, admonishing every person and teaching every person with all wisdom, that we may present every person complete in Christ (Col.1:28).
- (c) Preaching the uncompromised Word of God through the vision of Mt. Moriah of salvation, by reaching lost souls, feeding the poor and hungry, healing the broken hearted and sick, and training, discipling and teaching new converts.
- (d) Conducting a local Church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all of the Commandments and provisions as set forth in the Holy Bible, the irrevocable Word of God. Pursuant thereto, the following activities and guidelines shall be established.
 - i. A recognized Creed, Code of Doctrine, discipline and form of worship.
 - ii. An ecclesiastical form of government.
 - iii. An organization of ministers to minister to the congregation of the Church.
 - iv. A Church membership based upon acceptance of a recognized creed and belief and support of the Church.
 - v. Various religious services pursuant to the recognized Creed, form of worship, code of doctrine and discipline of the Church.

- vi. Schools for religious and educational instruction to the young and to the old.
 - (e) Minister the Word of God to the faithful.
 - (f) Promote and encourage, through the ministry of the organization, cooperation with other organizations, ministering within the community.
 - (g) Acquire and hold such property, either real or personal, for Church purposes, as may be necessary for its membership and the worship of God.
2. As a means of accomplishing the above purposes and methods, 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.
- (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 and registered office of the Corporation is: 680 Park Valley Circle, Clermont, Florida 34711, and the name of the registered agent at such address is Reverend Kerry Whetro.

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 four (4) 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>Street Address</u> |
|---------------------------|---|
| Pastor Kerry Whetro | 680 Park Valley Circle Clermont, Florida 34711 |
| Rev. Betty Green Suddreth | P. O. Box 506 Hudson, North Carolina 28638 |
| Pastor Rosene Short | #5 Willow Way Archbold, Ohio 43502 |
| Pastor Paula Whetro | 680 Park Valley Circle Clermont, Florida 34711 |

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. Contributions, donations, payment of tithes or other forms of offerings by members of the Corporation's church congregation shall not entitle any congregant to a vote on the Corporation's Board of Directors or membership status as a Director.

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, pre-school, learning center or other curriculum established by the Corporation or by the Corporation operating the Church, 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 Church.

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
1437 South Boulder Avenue
Tulsa, Oklahoma 74119-3616

ARTICLE XII
MISCELLANEOUS

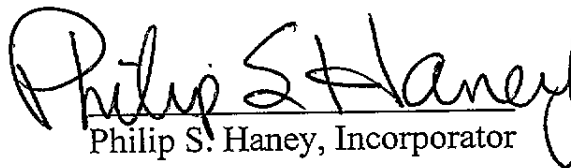
1. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on:

- (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 this 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 Trustees 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 trustees, 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Articles of Incorporation.

Dated this 16th day of August, 2000.


Philip S. Haney, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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:

MT. MORIAH VICTORY CHURCH, INC.

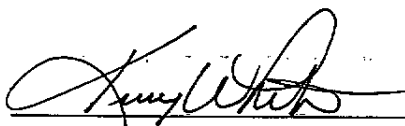
2. The name and address of the registered agent and office is:

Reverend Kerry Whetro
680 Park Valley Circle
Clermont, Florida 34711

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

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.



Reverend Kerry Whetro, Registered Agent

August 16, 2000