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August 21, 2000

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PENSACOLA, FLORIDA 32501

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Corporate Records Bureau
Division of Corporations
Department of State
Tallahassee, Florida 32301


RE: Mission Evangelism of Northwest Florida, Inc.

Dear Ladies and Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation for the above corporation. I would appreciate your filing the original Articles and returning a certified copy to me in the enclosed pre-addressed, self-stamped envelope. Our check in the amount of \$78.75 for the required filing fee is enclosed.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE


Paul W. Groom, II

PWGII/cap
Enclosures
G180.00000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MISSION EVANGELISM OF NORTHWEST FLORIDA, INC.,

A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE 1. Name And Initial Principal Office. The name of the Corporation and its initial principal office are:

**Mission Evangelism of Northwest Florida, Inc.
5817 Windham Road
Milton, Florida 32570**

ARTICLE 2. Not For Profit. The Corporation is a corporation not for profit as defined in Section 617.01401, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE 3. Duration. The duration of the Corporation is perpetual.

ARTICLE 4. Purposes. The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. Nonprofit missionary work.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or other-wise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 5. Limitation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 Article 4 (Purposes) hereof.

ARTICLE 6. Members. The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
David E. Shofner	5817 Windham Road Milton, Florida 32570
Myra S. Shofner	5817 Windham Road Milton, Florida 32570

ARTICLE 7. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 5817 Windham Road, Milton, Florida 32570, and the name of its initial Registered Agent at that address is David E. Shofner.

ARTICLE 8. Initial Board of Directors. The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Directors at an annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
David E. Shofner	5817 Windham Road Milton, Florida 32570
Myra S. Shofner	5817 Windham Road Milton, Florida 32570

Jerry H. Smith

105 Kingston Drive
Slidell, LA 70458

ARTICLE 9. Officers. The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (any may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	David E. Shofner	5817 Windham Road Milton, Florida 32570
Vice-President	Myra S. Shofner	5817 Windham Road Milton, Florida 32570
Secretary	Myra S. Shofner	5817 Windham Road Milton, Florida 32570
Treasurer	Myra S. Shofner	5817 Windham Road Milton, Florida 32570

ARTICLE 10. Incorporators. The name and address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
David E. Shofner	5817 Windham Road Milton, Florida 32570
Myra S. Shofner	5817 Windham Road Milton, Florida 32570

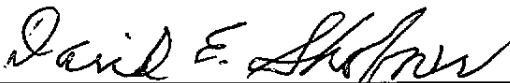
ARTICLE 11. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

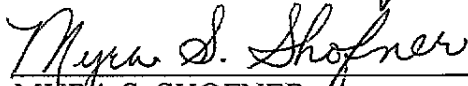
ARTICLE 12. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 607.081, Florida Statutes (1987), as amended from time to time, shall govern the Bylaws.

ARTICLE 13. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

ARTICLE 14. Non-stock Basis. The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 16th day of August, 2000.



DAVID E. SHOFNER


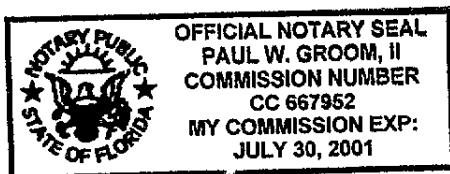
MYRA S. SHOFNER

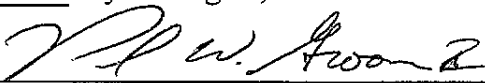
STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME personally appeared David E. Shofner and Myra S. Shofner, () to me well known to be, or (X) who presented identification that they are, the persons described in and who executed the forgoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 16th day of August, 2000.





Notary Public- State of Florida
Printed Name: Paul W. Groom II
My commission expires: _____

FILED

ACCEPTANCE BY REGISTERED AGENT 00 AUG 23 PM 3:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY accepts the appointment as Registered Agent of
Mission Evangelism of Northwest Florida, Inc., which is contained in the foregoing Articles
of Incorporation.

DATED this 16th day of August, 2000.


David E. Shofner, Registered Agent