

N00000007127

TRANSMITTAL LETTER

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

000003438180--6
-10/24/00--01100--016
*****87.50 *****87.50

SUBJECT: Florida Cultural Exchange, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: David E. Wright II
Name (Printed or typed)

1629 SE 47th Street
Address

Cape Coral FL 33904
City, State & Zip

(941) 542-7770
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 24 PM 1:38

FILED

NOTE: Please provide the original and one copy of the articles.

F. CHESLER

OCT 2 5 2000

Nonstock

Nonprofit

ARTICLES OF INCORPORATION
for
FLORIDA CULTURAL EXCHANGE, INC.

FILED
00 OCT 24 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of the corporation shall be Florida Cultural Exchange, Inc.

ARTICLE II - PRINCIPAL OFFICE:

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

1629 SE 47th Street
Cape Coral, Florida 33904

Lee County, Florida. The registered agent in charge thereof is David E. Wright, II, at the same address.

ARTICLE III - PURPOSES:

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world.

This is a nonstock, nonprofit corporation. The purpose of the corporation is to engage in any lawful act or activity for which nonprofit corporations may be organized under the General Corporation Law of the State of Florida.

Said corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), to wit:

The mission of Florida Cultural Exchange, Inc. is to help fulfill the Great Commission of Jesus Christ to go and make disciples of all nations by providing a culturally contextualized message of the Gospel of Jesus Christ through Christ-Centered Cultural Arts endeavors, empowering national leaders to evangelize and disciple their own and surrounding nations, by encouraging the church to reach its full missions potential and by enlisting prayer partners for the global harvest.

Statement of Purpose:

Florida Cultural Exchange, Inc. is a Christian religious and charitable organization committed to spreading the message of salvation through Jesus Christ to all peoples in accordance with His "Great Commissions," and to providing other Christian ministries with the tools necessary to accomplish this same purpose.

ARTICLE IV - DIRECTORS:

The corporation shall be a nonstock, nonmembership corporation. The activities and affairs of the corporation shall be governed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than three (3). Vacancies in the Board of Directors shall be filled by majority vote of the remaining Directors at the annual meeting as specified in the Bylaws. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more individuals or committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They, on behalf of the Board of Directors, may further have power to authorize the seal of the corporation to be affixed to all papers which may require it. The directors of the corporation may, if the Bylaws so provide, be classified as to term of office. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation. This corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by Chapter 617, Florida Statutes.

ARTICLE V - REGISTERED AGENT:

Registered Agent Name: David E. Wright, II
Registered Agent Address: 1629 SE 47th Street
Cape Coral, Florida 33904

ARTICLE VI - INCORPORATOR:

Incorporator Name: David E. Wright, II
Incorporator Address: 1629 SE 47th Street
Cape Coral, Florida 33904

ARTICLE VII - INITIAL DIRECTORS:

The names and street addresses of the individuals who are to serve in the capacity of initial directors are:

- (1) David Wright, President, 1625 SW 32nd St, Cape Coral, FL 33914
- (2) Bob Padgham, Secy/Treasurer, 2827 SE 16th Pl, Cape Coral, FL 33904
- (3) David Comer, Director, 1629 SE 47th St, Cape Coral, FL 33904

ARTICLE VIII - NO PRIVATE INUREMENT:

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 and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall consist of carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any similar activities. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Revenue Code of 1954 (or the corresponding

provision of any future United States Revenue Law) or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX - DISSOLUTION OF THE CORPORATION:

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations operated exclusively for charitable, educational, or religious purpose as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Revenue Code of 1954 (or the corresponding provision of any future United States Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 designated purposes.

ARTICLE X - AMENDMENTS TO THESE ARTICLES:

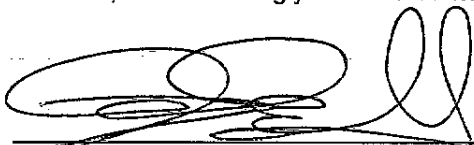
The corporation reserves the right to amend, alter, change or repeal any provision contained in Articles of Incorporation, in the manner now or hereafter prescribed by Florida Statutes, and all rights conferred upon members and directors herein are granted subject to their reservation.

ARTICLE XI - DIRECTOR LIABILITY:

Directors of the corporation shall not be liable to the corporation for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a nonprofit corporation pursuant to Chapter 617, Florida Statutes, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this

OCTOBER 4, 2000



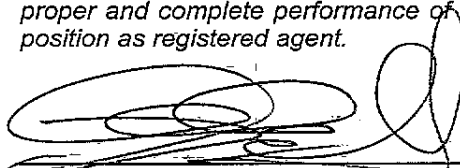
Signator/Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 24 PM 1:53

FILED

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.



Signature/Registered Agent

OCTOBER 4, 2000

Date