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U L Charities, Inc.  
8324 Lake Park Estates Blvd.  
Orlando, FL 32818

October 31, 2000

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

RE: U L Charities, Inc.

Dear Sir or Madam:

Enclosed for filing please find an original and copy of the Articles of Incorporation for the above-referenced corporation.

Our check in the amount of \$78.75 to cover the costs of filing fees is enclosed

Your anticipated cooperation in this matter is appreciated. If you should have any questions, please do not hesitate to advise.

Respectfully submitted,

*Russell T. Ayers*

Russell T. Ayers  
President

FILED  
00 NOV -3 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
U L CHARITIES, INC.

FILED  
00 NOV -3 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a Corporation under Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I - NAME**

The name of this corporation shall be U L Charities, Inc.

**ARTICLE II  
STREET ADDRESS OF INITIAL PRINCIPAL OFFICE**

The initial street address for the Corporation is 8324 Lake Park Estates Blvd., Orlando, Florida 32818.

**ARTICLE III - PURPOSE**

The purposes of the Corporation shall be to operate a Christian, charitable, community development program in the Orlando, Florida area and beyond and, through it, to provide a Christian witness; to enhance the quality of life in that community through various outreach and community development programs as is necessary to accomplish its expanding mission; and to encourage, promote and support worthy community-based causes as may be determined by the Board of Directors from time to time.

**ARTICLE IV - DIRECTORS**

The number constituting the initial Board of Directors of the Corporation is five, until the first annual meeting of members, or until their successors shall have been elected and qualified, as stated in the by-laws, are as follows:

1. Director/President: Russell T. Ayers, 8324 Lake Park Estates Blvd., Orlando, Florida 32818.
2. Director/Vice President/Secretary/Treasurer: Ralph E. Anderson, 508 Withers Court, Ocoee, Florida 34761
3. Director: Cody R. Miller, 8324 Lake Park Estates Blvd., Orlando, Florida 32818.
4. Director: Jeffrey K. Hunt, 8324 Lake Park Estates Blvd., Orlando, Florida 32818.
5. Director: Johnny Rodriguez, 8324 Lake Park Estates Blvd., Orlando, Florida 32818.

## **ARTICLE V – NO CAPITAL STOCK**

The corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any Member, Director, Trustee, Officer or individual. The balance, if any, of all moneys received by the Corporation from its operation, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purpose or purposes of the Corporation set forth in these Articles of Incorporation.

## **ARTICLE VI – DURATION**

This Corporation shall have perpetual existence, commencing on the date of filing by the Florida Department of State, Division of Corporations.

## **ARTICLE VII – NON-PROFIT STATUS**

The Corporation is organized exclusively for charitable religious, educational, and scientific 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, or corresponding section of any further federal tax code. The Corporation may receive and administer funds for scientific, religious, educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit of financial gain of its directors or officers except as permitted under the Not-for Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the 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 publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. 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 purposes.

### **ARTICLE VIII – CORPORATE POWERS**

The Corporation shall have and exercise all the powers authorized by law to be conferred upon or exercised by such a corporation, including those enumerated in all the applicable laws of the State of Florida, and shall have and exercise the following powers, all of such powers to be subject to and limited by the By-laws of the Corporation namely:

1. To receive by gift, devise, bequest, or otherwise, and to hold, barter, convey, lease, exchange, expand, distribute, sell, invest, and otherwise dispose of all money or property, real personal, or mixed, either absolutely or in trust to be used, either the principal or income therefrom, as may be directed in the furtherance of any of the above-mentioned purposes or any other purpose within its corporate powers;
2. To enter into contracts or trust agreements with individuals, corporations, partnerships for the purpose of acquisition and building, as well as disposition, of any property which would be advantageous to the Corporation and furtherance of its purpose and mission, and not for pecuniary profit;
3. To promote evangelism through the media, video, audio, books, tapes at both home and foreign mission fields by all proper means;
4. To enter into contracts or trust agreements with individuals, corporations, or partnerships, and to act as trustee, in order to carry out and promote the purposes of this Corporation;
5. To prosecute or defend any actions or suits in which the Corporation is involved; and
6. To exercise any and all powers (including the borrowing of money and securing the repayment thereof; the holding, administration, and disposition of property, the making of conveyances, assignments, and contracts, and incurring of obligations) which may be conferred by law, or which may be necessary, incidental or convenient to the general purposes and mission of this Corporation, but not for pecuniary profit.

### **ARTICLE IX – CORPORATE ACTIVITIES**

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by

Section 4942 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be hereafter amended.

#### **ARTICLE X – MEMBERS**

The Corporation is a service corporation and shall have no members.

#### **ARTICLE XI ORGANIZATION EXCLUSIVELY OR TAX-EXEMPT PURPOSES**

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 provisions of any future United States Internal Revenue Law.)

#### **ARTICLE XII PROHIBITIONS TO INSURE TAX-EXEMPT STATUS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 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 any candidate for public office. Notwithstanding any other provision of the Articles, 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 Internal Revenue Code of 1954 (or 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 1954 (or corresponding provision of any future United States Internal Revenue Law).

### **ARTICLE XIII – DISSOLUTION**

In the event of the dissolution of this Corporation, all the business, property and assets of the Corporation shall go and be distributed as provided in the By-laws of the Corporation; and in the absence of such provision to such non-profit, religious corporation of like purposes as set forth in these Articles of Incorporation, as the Members of this 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 to Members, either for reimbursement of any sum subscribed, donated or contributed by such Members, or for any other purpose.

### **ARTICLE XIV INDEMNIFICATION OF DIRECTORS AND OFFICERS**

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. The Corporation shall indemnify any Director or Officer, or former Director or Officer, against expenses actually and necessarily incurred by him or any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he or she is made a party by reason of being or having been such Director or Officer (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him) except in relation to the matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of the duty. The Corporation may also reimburse any Director or Officer the reasonable costs of settlement of any such action, suit or proceeding if it shall be found either by a majority of the Directors not involved in the matter of controversy, whether or not a quorum, or by a majority vote of the Members present in a regular or special meeting called for that purpose that it was to the interest of the Corporation that such settlement be made and that such Director or Officer was not guilty of gross negligence or willful misconduct. Said rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled by law, or otherwise.

**ARTICLE XV – AMENDMENT OF ARTICLES**

Provided such amendments do not violate the By-laws of the Corporation, the Corporation may amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on Officers and Directors herein are granted subject to this reservation. Amendments to the Articles of Incorporation may be adopted at a regular meeting of the Board of Directors, or a special meeting duly noticed for that purpose, by a majority vote of the directors then in office.

**ARTICLE XVI – MEETINGS**

The annual meeting for the election of members of the Board of Directors shall be as provided by the by-laws.

**ARTICLE XVII – REGISTERED AGENT**

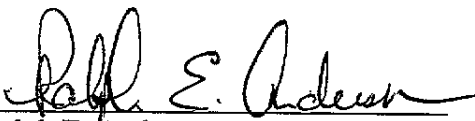
The name and address of the Corporation’s initial registered agent in the State of Florida is Russell T. Ayers, President, 8324 Lake Park Estates Blvd., Orlando, Florida 32818.

**ARTICLE XVIII – INCORPORATOR**

The name and address of the initial incorporator is as follows:

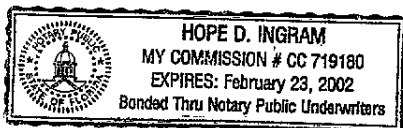
- 1. Ralph E. Anderson, 508 Withers Court, Ocoee, Florida 34761


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31<sup>st</sup> day of October, 2000

  
Ralph E. Anderson, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

Sworn to and subscribed before me on this 31<sup>st</sup> day of October, 2000 by Ralph E. Anderson, (check one) X who is personally known to me or \_\_\_\_\_ who produced a Florida Drivers License as identification.



  
NOTARY PUBLIC, State of Florida  
My Commission expires:

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

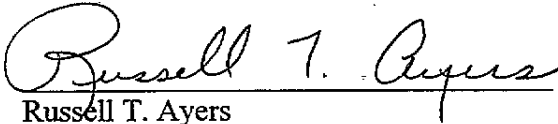
Pursuant to the provisions of Section 617.0501 and 617.0502 of Florida Statutes, the undersigned not-for-profit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: U L Charities, Inc.
2. The name and address of the registered agent and office is:

Russell T. Ayers, President  
8324 Lake Park Estates Blvd.  
Orlando, FL 32818

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for U L Charities, Inc. hereby accepts such appointment this 31<sup>ST</sup> day of October, 2000, and states that he is familiar with, and accepts the obligations provided for in Section 617.0503 Florida Statutes.

  
Russell T. Ayers

**FILED**  
00 NOV - 3 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA