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SUBJECT: AMAZING GRACE ministries INCORPORATED
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

FILED
DEC - 8 PM 4: 31
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
REQUIRED

2/8

1-28098



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 29, 2000

DELRAY FERRON
5660 BLUEBERRY CT
LAUDERHILL, FL 33313

SUBJECT: AMAZING GRACE MINISTRIES INCORPORATED
Ref. Number: W00000028098

We have received your document for AMAZING GRACE MINISTRIES INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document is illegible and not acceptable for imaging. We ask that you type or carefully print the information in the appropriate blocks.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock
Document Specialist

Letter Number: 900A00060516

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAMEThe name of the corporation shall be: *AMAZING GRACE outreach ministries Incorporated***ARTICLE II PRINCIPAL OFFICE**

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

*5660 Blue berry CT, LAuderhill FL, 33313***ARTICLE III PURPOSE**The purpose for which the corporation is organized is: *CHRISTIAN ministries, ALSO to help other people OF ALL NATIONALITIES to come TOGETHER through the Teaching and preaching OF GODS Holy (Bible) WORD.***ARTICLE IV MANNER OF ELECTION**The manner in which the directors are elected or appointed: *They were appointed by the president and are chosen because they have the same vision, AND GOAL according to the by laws.***ARTICLE V INITIAL DIRECTORS/OFFICERS**

The name and addresses:

- (1) *Lynthia Ferron: 5660 Blue Berry CT, LAuderhill, FL 33313.*
- (2) *Bill Rice: 19730 South West 12th Pembroke Pines FL 33029.*
- (3) *MARSHA FERRON: 5660 Blue berry CT LAuderhill, FL 33313.*

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESSThe name and Florida street address of the registered agent is: *DELOY FERRON: 5660 Blue berry CT LAuderhill FL, 33313.***ARTICLE VII INCORPORATOR**The name and address of the incorporator is: *DELOY FERRON: 5660 blue berry CT, LAuderhill FL 33313.*

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Delroy Ferron

Signature/Registered Agent

9.25.2000

Date

Delroy Ferron

Signature/Incorporator

9.25.2000

Date

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AMENDMENT OF ARTICLE

Purpose

The purpose of the corporation shall be: to cultivate, promote, promulgate and extend, educational and charitable works, such as drug rehabilitation counseling and facilities, feeding program for the elderly, and women in distress counseling; to teach and help people of all race, creed and color by ways of media; to adopt, and establish By-laws, and management of its affairs, in accordance with the law and not inconsistent with these Articles of incorporation; take, manage and dispose of property, real and personal, buy and sell of the Corporation. To borrow money contract debt, and lease bonds, notes and debentures, and secure payments or performance of its obligations. To do all acts necessary or expedient for the administration of the affairs and attainment of the purpose of the corporation, including e.g., the establishment of schools, seminars, youth center, etc. oriented to organizational principles. Building and establishing business enterprises, the profits from which, will be used to further the development of the corporations basic goals and objectives. To assist in the processing of funds for the purpose of retaining businesses in our community. To purchase businesses that might be headed for demise for the purpose of reinvigorating those business and providing additional employment opportunities to our community. To own and operate educational enterprises for the purpose of training individuals and retaining good quality employees for the business in our community. To operate as a community development corporation within our stated catchment area. Being able to service, setup, operate in foreign and domestic, national and international, { global } boundaries.

The Corporation shall have the power either directly or in directly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other entities to accomplish organization whose activities are such as to further, accomplish, foster, buying property or attain any of such purpose Notwithstanding any thing herein to the contrary, the corporation exempt purposes of organization set fourth in section 501 (c)(3) of the internal Revenue Code.

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The corporation is organized under the Nonprofit Public Benefit Corporation Law, for charitable and educational purposes to aid the poor and disadvantaged individuals and families towards a life of self-sufficiency. The programs will consist of but shall not be limited to: Seminars, Outreach Advocacy Programs for the Homeless and Disadvantaged, Health Care, Housing, Employment, Warfare Reform, Literacy, Counseling, Temporary Shelter, Teenage Pregnancy, Job Training, Job Placement, and Acquisition, Substance Abuse Awareness and Prevention, Tutoring, AIDS Awareness, Elderly Care and other programs to aid those in need.

Notwithstanding any other provisions of these articles the corporation shall not carry on any other activity not permitted to carry on (1) by corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of (2) by a corporation contribution to which a deductible under Section 170(c)(2) of the Internal Revenue Code.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation. No person, firm, or corporation shall ever receive any dividends or profit from the undertakings of this corporation; and upon dissolution of this corporation, assets shall be distributed for one or more exempt purpose within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, State of local government for 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

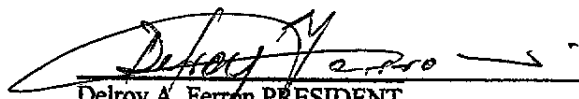
CONFLICT OF INTREST

Section 10.1 Conflict Of Interest any director, officer, or key employee who has an interest in a contract, salary negotiation, or other transaction presented to the Board or a committee there of for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the board or committee prior to its acting on such a contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five (75%) of the votes entitled to vote, whether the disclosures shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable. The abstention from voting and participation, and a quorum was present.

The foregoing Amendments adopted by the organizers of this corporation on December 29, 1999 and unanimously approved by its Board of Directors, the Organization's by-law does require vote of members for adoption of amendments.

IN WITNESS WHEREOF the undersigned officers of this corporation have executed these Article of Amendment on Wednesday, December 29, 1999.


Delroy A. Ferron PRESIDENT


Bill Rice VICE PRESIDENT


Cynthia Ferron SECRETARY