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December 5, 2000

Dear Sirs, We are sending along the Articles Of Incorporation for filing (2 copies). We are asking for a certified copy of the Articles Of Incorporation to be returned to us. Thank you.

Sincerely,

Pastor Ezra Stubbs

Ezra Stubbs
4200 Heath Circle
West Palm Beach, FL 33407

FILED
00 DEC 19 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**STATE OF FLORIDA
ARTICLES OF INCORPORATION**

**GRACE MINISTRIES OF WEST PALM BEACH
FLORIDA, INC.**

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

ARTICLE I

The name of the Corporation shall be: Grace Ministries of West Palm Beach Florida, Inc.
The principal place of business of this corporation shall be:

4455 Westroads
West Palm Beach, FL 33407

The mailing address of this corporation shall be:

Grace Ministries of West Palm Beach Florida, Inc..
4455 Westroads.
West Palm Beach, FL 33407

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ARTICLE II

The period of the duration of this corporation is perpetual unless dissolved according to the law.

ARTICLE III

The purposes for which this corporation are organized are:

1. This corporation is organized for the purpose of conducting any legal activity permitted to be conducted by non-profit corporations under the laws of the State of Florida. More specifically, but without reservation or restriction, this corporation shall be organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any superseding section. This corporation shall, among other things, be empowered to organize and operate as a church or an association of churches.

2. The corporation is organized and shall be operated exclusively for Christian, religious charitable and educational purposes and it is authorized to accept, hold, administer, invest and disburse for Christian, religious, charitable and educational purposes such funds as may from time to time be given to it by any person, persons or corporations, to receive gifts and make financial and other types of contributions and assistance to Christian, religious, charitable and educational organizations, and in general, to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set out. All of the assets and earnings shall be exclusively for the purpose hereinabove set out, including the payment of expenses incidental thereto; and no part of the net earnings shall inure to the benefit of any private shareholder or individual except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3. All property shall be irrevocably dedicated to educational, religious and charitable purposes and shall be held in the corporate name of Grace Ministries of West Palm Beach Florida, Inc. Grace Ministries of West Palm Beach Florida, Inc., is a non-profit corporation organized and operated exclusively for educational, religious and charitable purposes, which qualifies for exemption from Federal Income Tax under provisions of Section 501 of the Internal Revenue Code. The purchase, sale, lease, mortgage or alienation of said real property shall be transacted according to the By-Laws of the corporation.

4. In the event of dissolution of this corporation, all of the remaining assets of the corporation shall be distributed only for Christian, religious, charitable and educational purposes, which qualifies for exemption from Federal Income Tax under provision of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

The qualifications for members and the manner of their admission are to be specified in the By-Laws of the Corporation. Directors shall be chosen in the manner specified in the By-Laws of the Corporation.

ARTICLE V

The number constituting the initial Board of Directors of the corporation is five, and the names and addresses of the persons who are to serve are:

Ezra Stubbs	4200 Heath Circle West Palm Beach, FL 33407
Annie J. Stubbs	4200 Heath Circle West Palm Beach, FL 33407
Patricia Criff	2325 Ave. Z Temp West Palm Beach, FL 33407
Cassandra Gransberry	1410 36 th Street West Palm Beach, FL 33407
Marlene Milarski	2277 Summit Blvd. West Palm Beach, FL 33406

ARTICLE VI

The corporation is organized under a non-stock basis.

ARTICLE VII

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

ARTICLE VIII

The name and address of each incorporator is:

Ezra Stubbs	4200 Heath Circle West Palm Beach, FL 33407
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13TH day of DECEMBER, 2000.

Signature of Incorporator:

Ezra Stubbs
Ezra Stubbs

STATE OF FLORIDA

COUNTY OF PALM BEACH:

THE FOREGOING instrument was acknowledged and sworn to before me this _____ day of DECEMBER, 2000 by Ezra Stubbs of Grace Ministries of West Palm Beach Florida, Inc.



Joyce E. Johnson
MY COMMISSION # CC716206 EXPIRES
May 28, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]
Notary Public

My Commission Expires: _____

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

Pursuant to the provisions of section 607.0501, 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 Grace Ministries of West Palm Beach Florida, Inc.

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

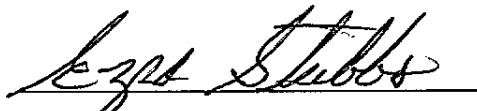
Ezra Stubbs
4200 Heath Circle
West Palm Beach, FL 33407



PRESIDENT

DATE: 12/12

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.



DATE: 12/12