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FILED  
00 DEC 18 PM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TELEPHONE: 561/465-1886

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November 14, 2000

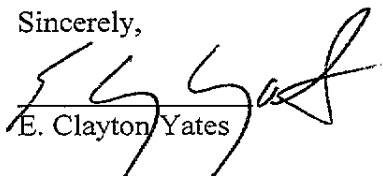
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

Re: Ministry Fellowship United, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$87.50 for Filing Fee, Certified Copy and Certificate of Status.

Please send the requested documents to the above address.

Sincerely,

  
E. Clayton Yates

CB 12-27

ARTICLES OF INCORPORATION  
OF  
**Ministry Fellowship United, Inc.**  
A Florida Not For Profit Corporation

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00 DEC 18 PM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is the Ministry Fellowship United, Inc., a Florida Not For Profit Corporation.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 210 South Indian River Dr., Ft. Pierce, FL 34950.

ARTICLE III. OBJECT AND PURPOSE

The object of the corporation shall be: Benevolent Religious Purposes, specifically:

- (1) To foster and promote unity and fellowship among the Christian churches of Saint Lucie County Florida.
- (2) To provide the financial and material resources necessary to support these purposes.
- (3) This corporation shall have all privileges and powers now or hereafter granted to non-profit corporations by the State of Florida. Provided however, that the corporation shall not engage, otherwise than as an insubstantial part of its activities in activities such as are not in themselves in furtherance of the above purposes.
- (4) The corporation shall not engage in any transaction prohibited by Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax-exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE IV. DURATION

The corporation shall have perpetual existence.

#### ARTICLE V. INCORPORATORS

The names and residence addresses of the Incorporators of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rev. Pierre W. Whalon	210 South Indian River Dr. Fort Pierce, Florida 34950
Rev. Willie Kitt	3101 Cherokee Avenue Fort Pierce, Florida 34946

#### ARTICLE VI. DIRECTORS

The business affairs of the corporation shall be managed by a Board of not less than five (5) Directors to be duly elected at the initial meeting and thereafter at the May meeting of the corporation. Directors shall be chosen to be representative of different traditions and ethnic groups among the clergy of the member churches. Each Director shall be elected to a three year term and is eligible for reelection to a second term. One full year must pass before a member who has served two consecutive terms may be reelected as a Director. The May Meeting shall normally elect three (3) new Directors to the Board. The Board of Directors shall elect a President, a Vice President, a Secretary, and a Treasurer at such times as shall be prescribed by the By-Laws of the corporation.

#### ARTICLE VII. BYLAWS

The Bylaws of the corporation may be made, altered or rescinded by the affirmative majority vote of the members of the corporation at any annual or special meeting at which there is a quorum. A quorum for holding such meeting shall be a simple majority. The Bylaws may prescribe the notice to be given for any such meeting at which the Bylaws are to be made, altered or rescinded, and may provide for voting by proxy at any meeting.

#### ARTICLE VIII. AMENDMENTS

These Articles of Incorporation may be amended upon the affirmative vote of two-thirds majority of the sui juris members present and voting at any annual or specially called meeting of the members of the corporation. Any member may propose an amendment to these Articles of Incorporation at such meeting. Amendments to the Articles of Incorporation must also be forwarded to the Secretary of State of Florida, and filed and approved by him, before the same shall become effective.

#### ARTICLE IX. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is: E. Clayton Yates, 205 South Second Street, Fort Pierce, Florida 34950

#### ARTICLE X. MEMBERSHIPS CONFER NO PROPERTY RIGHTS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 herein.

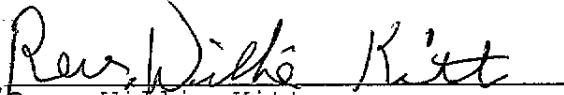
#### ARTICLE XI. DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or 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), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 30<sup>th</sup> day of November, 2000.

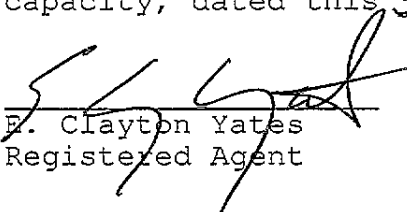


Rev. Pierre W. Whalon  
Incorporator



Rev. Willie Kitt  
Incorporator

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, dated this 30<sup>th</sup> day of November, 2000.

  
E. Clayton Yates  
Registered Agent

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TALLAHASSEE, FLORIDA