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Hugh A. Richeson, Jr.  
Of Counsel

December 29, 2000

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-01/02/01--01073--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation  
Peter Duncan Ministries, Inc.

Greetings:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced non-profit corporation, along with our check made payable to the Department of State in the amount of \$78.75, which covers the filing fee, registered agent fee and the certified copy fee.

Please return the certified copy to my attention. Thank you for your cooperation and assistance in this matter.

Very truly yours,

Hugh A. Richeson, Jr.

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01 JAN -2 PM 3:55  
STATE DEPT OF STATE  
TALLAHASSEE, FLORIDA

HAR/pdj  
Enclosures

Deane GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT RA Statement  
DATE 1-8-01  
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D. BROWN JAN - 9 2001

ARTICLES OF INCORPORATION

OF

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 1: CORPORATE NAME

The name of this corporation is PETER DUNCAN MINISTRIES  
INC. 4251 Woodfield Ave., Holiday, Florida 34691.

ARTICLE 11: CORPORATE NATURE

This is a non-profit corporation solely for  
general religious purposes pursuant to the Florida Corporations  
Not for Profit Law set forth in Section 617 of the Florida  
Statutes.

ARTICLE 111: DURATION

The term of existence of this corporation is perpetual.

ARTICLE IV: GENERAL AND SPECIFIC PURPOSES

The general purposes for which this corporation is formed  
is to advance the Kingdom of God and of our Lord Jesus Christ  
through training, education and distribution of funds for such  
purposes as outlined in the Holy Bible.

The specific purposes for which this corporation is formed  
are:

- A. To proclaim, prophesy, preach, publish, teach,  
train, sing, distribute and disseminate, oral  
written and other means the Gospel of our Lord  
Jesus Christ and His Kingdom as described in the  
Holy Bible, the Word of God.

- B. To provide training and preparation for living the Christian life as defined in the Holy Bible.
- C. To establish, train, ordain and administer domestic and foreign missionaries, ministers, chaplains and workers who are in harmony with the purpose, doctrines and policies of this corporation.
- D. To exhort mankind to follow the example of holy living established by Jesus Christ; and to warn mankind against idolatry, apostasy and corruption in the world and of God's imminent judgement on sin and wickedness among men and among nations.
- E. To publish, print, record, distribute and disseminate books, pamphlets, periodicals, video/audio tapes and literature of all kinds to support accomplishing the above purposes.
- F. To engage in such other business or businesses, whether christian, religious, educational, charitable and benevolent efforts of this corporation, to the end that all people may be instructed, trained, guided and challenged concerning the doctrines of life and conduct contained in the Holy Bible; as may be approved by the Board of Directors, and which businesses are permitted by law.
- G. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue code of 1954, as amended, or under any corresponding provision of any subsequent Federal Tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

#### ARTICLES V: MANAGEMENT OF CORPORATE AFFAIRS

- A. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of

Directors, consisting of not less than four (4) and shall not exceed six (6), unless changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

B. At the annual meeting, the Board of Directors will elect by at least a 2/3 majority, the President, Vice President, Secretary and Treasurer. The president of the corporation will have the authority to manage the day-to-day business of the corporation and shall have direct operational responsibilities for the corporation.

#### ARTICLE VI: EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 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 IV hereof.

B. 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.

C. 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 of 1954 (or the 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 provisions of any future United States Internal Revenue Law).

Directors elected at the first annual meeting and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at such places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certification or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the initial members of the Board of Directors are as follows:

Peter Duncan  
4251 Woodfield Ave  
Holiday, FL 34691

Jimmie L. Smyth  
8108 Roxborough Dr.  
Bayonet Point, FL 34667

Irvin Charleston  
12136 Spartan Way, No 2  
Bayonet Point, FL 34667

Andreas Wacker  
6035 Sea Ranch Dr., Apt 115  
Hudson, FL 34667

Homer Forsythe  
8615 Bolton Ave  
Hudson, FL 34667

Frank T. Fowler  
10236 Osceola Dr.  
New Port Richey, FL 34654

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any power that are not in furtherance of the purposes of this corporation.

E. Subject to the provisions of Section 741.07 Florida Statutes, and to any rules or By-Laws which may be adopted by the Board of Directors, the Board of Directors of this ministry shall be authorized to conduct weddings and funerals.

#### ARTICLE VII: DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision of the payment of all the liabilities of the corporation, dispose all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations existing and operating 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 corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction in the county in which the corporation is then located exclusively for such purposes or to such organization or organizations as such court shall determine, which are organizations and operated exclusively for such purposes.

ARTICLE VIII : MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-Laws of this corporation.

ARTICLE IX: SUBSCRIBER

The subscriber of this corporation is : PETER DUNCAN  
MINISTRIES INC. Holiday Florida 36941

ARTICLE X: AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws and any limitations set forth in the corporations Not-For-Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors or by following the procedures set forth therefore in the By-Laws.

ARTICLE XI: DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious purposes, and no part or the net income or assets of this corporation shall ever incur to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.



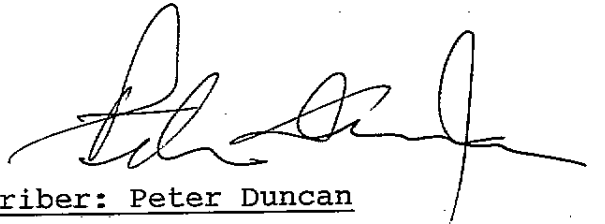
ARTICLE XII: REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be:  
4251 Woodfield Ave.    Holiday    Florida 34691; and the name  
of its registered agent at said address shall be PETER DUNCAN

ARTICLE XIII: AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be  
proposed by a resolution adopted by the Board of Directors and  
Presented to a quorum of members for their vote in the manner  
set forth in the By-Laws of this corporation.

I, the undersigned, being the Subscriber and Incorporator  
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 20<sup>th</sup> day of DECEMBER  
2000..



Subscriber: Peter Duncan

Registered agent: Peter Duncan

I hereby accept the designation  
as registered agent.

**FILED**  
01 JAN - 2 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA