

N01000000311

APPROVED
AND
FILED

Freddie L. Mitchell, I

Requester's Name

841 West Lemon Street

Address

Lakeland, FL 33815 863-712-2422

City/State/Zip

Phone #

01 JAN 16 AM 10:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Credit Solutions International, Inc.
(Corporation Name) (Document #)

2. Heritage Christian Ministries International, Inc.
(Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #) **000003538070--8**
-01/16/01--01025--020
*****87.50 *****87.50

4. _____ (Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☒ Certified Copy

☐ Mail out

☒ Will wait

☐ Photocopy

☒ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

01 JAN 16 01 10:33
RECEIVED
TALLAHASSEE, FLORIDA
1-16-01
WW

**ARTICLES OF INCORPORATION
OF
HERITAGE CHRISTIAN MINISTRIES INTERNATIONAL, INC.**

We, the undersigned natural persons of age of twenty-one (21) years or more, acting as incorporators of a corporation not for profit, adopt the following Articles of Incorporation for such Corporation pursuant to Chapter, 617, of Title 34 of the Statutes of the State of Florida.

APPROVED
AND
FILED
01 JAN 16 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of this corporation shall be HERITAGE CHRISTIAN MINISTRIES INTERNATIONAL, INC.

The physical address of this corporation is: 841 West Lemon St. Lakeland Florida 33815. The mailing address is: 841 West Lemon St. Lakeland Florida 33815.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III- NOT FOR PROFIT

The following terms shall have the following definitions in these Articles of Incorporation.

- A. The term "Church" shall mean HERITAGE CHRISTIAN MINISTRIES INTERNATIONAL, INC. and shall refer to both the corporate organization and the various ministries operated by the Church.
- B. The term "Pastor" or "Pastor of the Church" shall refer to the person chosen by the Active Members to serve the Church as Pastor in accordance with the Bylaws of Corporation.
- C. The term "Trustee" or " Member of the Board of Trustee" shall refer to a person appointed or elected to that position by the Active Members in accordance with these Articles and the Bylaws, and shall include the Pastor of the Church.
- D. The term "Member" shall have the meaning set forth in the Bylaws of the Corporation.
- E. The term " Active Member" shall have the meaning set forth in Article VIII, below, as further limited, from time to time, in accordance with the Bylaws of the Corporation.

ARTICLE IV- NOT FOR PROFIT

The corporation is a corporation not-for-profit as defines in Section 617.01, Florida Statutes (1981). The corporation is not formed for pecuniary profit, but shall not be prohibited from earning or receiving income. No part of the income or assets of the Corporation is or shall be distributable to or for the benefit of its Members, Active Members, Trustees, or Officers except as to extent permissible under law, and in accordance with these Articles of Incorporation.

ARTICLE V- PURPOSES

This sovereign Church or Officers and Corporation is organized for the following exclusively charitable or religious purposes;

- A. To establish and maintain a sovereign Church for the worship of the Almighty God, our Heavenly Father;
- B. To provide for Christian fellowship for those of like belief, regardless of denomination, affiliation or background;
- C. To assume our share of responsibility and the privilege of propagation of the Gospel of Jesus Christ by all available means, both at home and in foreign lands;
- D. To encourage and support the growth and extension of Christianity through all means of communication and education, including, but not limited to, conventional methods of preaching and teaching, radio broadcasting, the printing or reproduction of recordings, audio and visual tapes and disks, books and other material, the establishment and operation of school or schools, and the holding and conducting of seminars, study groups, workshops, conventions, concerts, T.V., internet and other various means of communication.
- E. To ordain ministers who have met license requirements.
- F. To assist in establishment and maintenance of others churches, ministries or religious institutions.
- G. To evangelize, through teaching, preaching, and the distribution of recordings, books, tapes of religious information; and

- H. To engage in any activity lawful in the State of Florida which will further the above purposes.

Notwithstanding the foregoing, the Corporation's purposes shall be accomplished only in a manner consistent with the exempt purposes set forth in the subsection of Section 501 (c) (3) of the Internal Revenue Code of 1986 under which the Corporation has chosen to qualify for exemption, as the same now exists, or as it may be amended from time to time.

ARTICLE VI-POWERS

The corporation shall have the full power to transact and perform such acts and things as shall be necessary for appropriate for the attainment of the purposes described in Article V, above, independent of the control or supervision of any authority outside itself. Without limiting the generality of the foregoing language, the Corporation shall have the power.

- A. To acquire, receive and accept, by way of grant, gift, devise, bequest, purpose, lease or otherwise, real property, tangible and intangible, of every kind, including security interests in real property (including mortgages on or security interests in real property and receipts, notes, certificates or other instruments representing any rights or interest in real property);
- B. To exercise all rights, powers, and privileges in respect to property, including the power to hold, administer, sell, encumber, pledge, convey, transfer, and dispose of, invest and reinvest such property and the income and proceeds thereof
- C. To use, apply or disburse any of its property or the income or proceeds thereof exclusively for or toward any one or more of the purposes as enumerates in Article V;
- D. To borrow money, issue bonds, debentures, notes or to create or issue obligations or securities;
- E. To receive tithes, offering, gifts, bequest and other income and to solicit funds and raise only to fulfill the above stated purposes'
- F. To receive gifts or conveyance in trust and to hold properties in trust for the purposes set forth above'

ARTICLE VII-LIMITATION

No part of the net earnings of the corporation shall inure to the benefit or be distributable to its Members, Active Members, Trustees, or Officers, by 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 V hereof.

ARTICLE VIII-MEMBERSHIP

The members of HERITAGE CHRISTIAN MINISTRIES INTERNATIONAL, INC., together with those persons who were admitted to membership in accordance with these Articles and Bylaws of the Corporation, and excluding those persons who ceased to be Members of the Corporation from time to time.

The Corporation has, and shall continue to have Members, who may attain their status as such in the manner provided in the Corporation Bylaws. The rights and privileges of membership shall be specified by the Corporation in its Bylaws. Members shall have only those rights and privileges provided in the Bylaws of the Corporation, and Member's status or membership may be limited or terminated by the Corporation or may be terminated by the Member in accordance with the Bylaws of the Corporation.

Members who are at least sixteen years of age, and who, for the term of there membership or during the period of three months next to prior to any record date (as described in the Bylaws of the Corporation), have attended the majority of the Corporation's services 9 as described in the Bylaws of the Corporation), have supported the Corporation with their tithes and offerings to the Church's General Fund, and who are living consistent Christian lives, and who are in agreement with the sixteen Tenets of Faith described in Article V of the Bylaws of the Corporation, shall qualify and be regarded as Active Members of the Corporation, and shall have those rights and privileges provided in the Bylaws of the Corporation in addition to their rights as Members.

So long as the Bylaws of the Corporation contain provisions relating to quorum and voting requirements for meetings and activities of the membership, the provisions of Chapter 607, Florida Statutes, relating to meetings and activities of shareholders, shall not apply to Members of the Corporation.

ARTICLE IX-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 841West Lemon St. Lakeland, Florida 33815 and the name of the registered agent is Freddie L. Mitchell, I. I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

/s/ *Freddie L. Mitchell, I*

ARTICLE X-INCORPORATORS

The names and addresses of those subscribing to these Articles of Incorporation are as follows:

Freddie L. Mitchell, I
President

841 West Lemon St.
Lakeland Florida 33815

Freddie L. Mitchell, I
Treasurer

841 West Lemon St.
Lakeland, FL 33815

ARTICLE XI- INITIAL BOARD OF TRUSTEES

The oversight of the business affairs of the Corporation shall be vested in a Board of Trustees who shall also act in an advisory capacity to the Pastor in the Spiritual Life of the Church. The number of persons constituting the first Board of Trustees shall be no less than three (3) and no more than nine (9), which number included the Pastor of the Church. The number of the Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3), and shall never exclude the pastor of the Church. The Pastor shall nominate persons to serve on the Board of Trustees, and the Active Members shall ratify or confirm the Trustees so nominated, at an annual meeting of the Active Members held in accordance with the Bylaws of the Corporation. The pastor of the Church shall serve as president of the Corporation and as a Member and Chairman of the Board of Trustees until the effective date of his resignation, the effective date of his removal according to the provisions of the Bylaws, or the date of his removal according to the provisions of the Bylaws, or the date of his death. The Bylaws may provide for ex-office or honorary Elders, Trustees or Board Members, to be selected by the Pastor, and may specify their rights and privileges, but ex office or honorary Elders, Trustees, or Board Members shall not be considered to be members of the Board of Trustees, and shall not have or exercise any of the powers possessed by the Board of Trustees. The name and address of each member of the current Board of Trustees of the Corporation is as follows:

ARTICLES XII-OFFICERS

The officers of the Corporation shall consist of the Pastor (who shall be the President of the Corporation and Chairman of the Board of Trustees) and such other officers as may be described in the Bylaws. Officers must be Active Members of the Corporation, but need not be members of the Board of Trustees. Each officer (other than the Pastor) shall be nominated by the Pastor, elected by the members of the Board of Trustees and ratified by the Active Members of the Church, at such time and in such manner as may be set forth in the Bylaws. Officers and trustees other than the pastor may be removed by vote of the members of the Board of Trustees or by action of the Pastor in the manner provided in the Bylaws. The pastor may be removed only by a vote of the Active Members of the Corporation, in the manner provided in the Bylaws.

ARTICLE XIII-BYLAWS

The Bylaws of the corporation may be altered, amended or rescinded by a majority vote of the Board of Trustees, followed by ratification or confirmation by a majority of the Active Members of the Corporation present at a meeting called for that purpose with the change (whether an alteration, amendment, or rescission) to become effective only after ratification or confirmation by the Active Members of the Corporation. Under Section 617.002, Florida Statutes, the provisions of Section 607.081, Florida Statutes (1981) as amended from time to time, shall govern the Bylaws.

ARTICLE XIV-AMENDMENT

The Corporation reserves the right to amend any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. Amendments to these Articles of Incorporation may be adopted only in the following manner:

1. Any Active Member of the Corporation may propose an Amendment to the Articles of Incorporation by submitting the proposed Amendment, in writing, to the Board of Trustees at least ten days prior to any regularly scheduled meeting of the Board of Trustees. Alternatively, any Active Member of the Corporation may propose an Amendment by submitting the proposed Amendment, in writing, to the Pastor at least thirty days before the annual meeting of the Active Members of the Corporation, and the Pastor shall then bring the proposed Amendment to the attention of the Board of Trustees prior to the annual meeting of the Active Members of the Corporation. The time limitations in this paragraph (Article XIV, Section 1) may be waived by unanimous vote of the members of the

Board of Trustees at any meeting at which both the Pastor and the quorum are present.

2. The Board of Trustees shall consider the proposed Amendment at any regular meeting, or, in the case of the submission of a proposed Amendment from an Active Member to the Pastor prior to the annual meeting of the Active Members of the Corporation, any special meeting, and the Board of Trustees shall vote either to recommend for or against the adoption of the proposed Amendment by the Active Members, or to reject the adoption of the proposed Amendment, or the board of Trustees may decide to submit the proposed Amendment to the Active Members without any recommendation. If the Board of trustees votes to reject the proposed Amendment, the proposed Amendment shall be considered rejected by the Corporation, and no further meeting or vote of the Active Members shall be required in connection with the proposed Amendment. Once a proposed Amendment is rejected by the Board of Trustees, neither it nor any substantially similar proposed Amendment shall be submitted to the Board of Trustees, unless the Board of Trustees votes unanimously to waive this requirement.
3. If the Board of Trustees submits a proposed Amendment to the membership in accordance with Article XIV, Section 2, above, the Active Members shall vote on the proposed Amendment at the annual meeting of the Active Members of the Corporation or at any other special meeting of the Active Members of Corporation called for that purpose in accordance with the Bylaws of the Corporation. A vote of two-thirds (2/3) of the Active Members present shall be required to adopt an Amendment to these Articles of Incorporation.

For the purpose of this Article XIV, only Active Members of the Corporation in good standing on the record date (as set forth in the Bylaws of the Corporation) next prior to the time of the annual or special meeting of the Active Members of the Corporation at which a proposed Amendment is considered and voted upon shall have the right to vote on, or express themselves regarding, the proposed Amendment.

Notwithstanding any provision to the contrary in these Articles of Incorporation or the Bylaws of the Corporation, no amendment or repeal of any provision of these articles of incorporation shall be effective if such amendment or repeal is consistent with the exempt purposes set forth in Article V, above.

ARTICLES XV-NONSTOCK BASIS

The Corporation is organized and shall be operated on a non-stock basis within the meaning of Florida Not-For-Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLES XVI-IDEMIFICATION

The Corporation shall indemnify any officer or Trustee, or, after the date of effective dates of these Amended and Restated Articles of Incorporation, any former officer or trusted, in accordance with the provisions of Section 617.028, Florida Statutes or the bylaws of the Corporation. Only for the purposes of determining a right to indemnification under this Article of Section 617.028, Florida Statutes, members of the Board of Trustees of the Corporation shall be considered the equivalent of "directors".

ARTICLES XVII-TAX EXEMPT STATUS

It is the intention of this corporation at all times to qualify and remain qualified as exempt from federal and Florida Income taxes as same may from time to time be amended accordingly:

- A. The Corporation is not to have authority to issue capital stock.
- B. The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member or individual, nor shall any of such net earnings nor any of the property or assets of the Corporation be used other than for the purposes of the Corporation set out in Article V, hereof.
- C. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the Corporation participate or intervene, by publishing or distributing statements or otherwise, in any political campaign of any candidate for public office. However, this provision

shall not prohibit the Corporation from electing, pursuant to Section 501 (h) of the Internal Revenue Code.

- D. In the event of a liquidation, dissolution, or termination, or winding up of the Corporation, whether voluntary, or by operation of law, all the property or assets of the Corporation remaining after discharge of valid obligations, including costs and expenses of dissolution, shall be distributed among organizations which are entitled for exemption under Section 501 (c) (3) and Section 170 (c) (2) of the Internal Revenue Code, for the public purpose, and none of the assets shall be distributed to any member, officer, or director of this Corporation.
- E. Notwithstanding any of the provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section (c) (3) of the Internal revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 or any other corresponding provision shall not prohibit the Corporation from electing, pursuant to Section 501 (h) of the Internal

Revenue Code.

ARTICLE XVIII- FISCAL YEAR

The fiscal year of the corporation shall begin January 1st and end December 31st of each calendar year.

IN WITNESS WHEREOF, we undersigned, do subscribe and acknowledge these articles of Incorporation and accordingly have hereunto set our hands this 14 day of 1 A.D. 2000

/s/ Frederic Z. Mitchell, I
/s/ Frederic Z. Mitchell, I

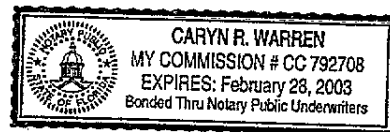
STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day *CARYN R. WARREN* *FREDDIE L. MITCHELL* before me,
an officer duly authorized in the State and County aforesaid to take
acknowledgements, personally appeared:

Freddie L. Mitchell, I

As for me I well know the person(s) described in the foregoing Articles of
Incorporation as subscribers and as person(s) who executed the foregoing
Articles of Incorporation and acknowledge before me that they subscribed to
same.

/s/ *Caryn R. Warren*
NOTARY PUBLIC



The physical address of this corporation is 841 West Lemon St. Lakeland Florida
33815.

Please mail all correspondence to the following address:

The mailing address is:

841 West Lemon Street
Lakeland Florida 33815
(863) 688-5550

APPROVED
AND
FILED
01 JAN 16 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA