

No1000000557

I LOVE YOU JESUS MINISTRIES, INC.

OUTREACH OF EXCITEMENT CHURCH * Founder & Pastor: Dr. Ruth E. Crockett
3300 N.W. 17th Avenue - Miami, Florida 33142

A CHURCH IN THE HEART OF THE CITY... WITH THE CITY IN IT'S HEART!

Affiliated with: THE FULL GOSPEL FELLOWSHIP OF CHURCHES AND MINISTERS INTERNATIONAL
DALLAS, TEXAS



January 19, 2001

Florida Department of State
Division of Corporation
P.O.Box 6327
Tallahassee, Florida 32314

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-01/24/01--01066--004
*****78.75 *****78.75

Dear Sir/Madam:

I am enclosing the Charter and By-Laws of the Corporation as follows:

Shepherd's Care World Outreach Ministries, Inc., a non-profit corporation,
and Certificate of Designation of Registered Agent/Registered Office.

Enclosed please find a check in the amount of \$78.75...which includes the certified
copy for said corporation.

Thanking you in advance. If you have any questions please feel free to call me at
(305)754-1533.

Very Truly Yours,

I LOVE YOU JESUS MINISTRIES, INC.

Dr. Ruth E. Crockett, Pastor

REC/mm

FILED
01 JAN 24 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 25 2001

**ARTICLES OF INCORPORATION OF
SHEPHERD CARE WORLD OUTREACH MINISTRIES, INC.
A FLORIDA NON-PROFIT CORPORATION**

FILED
01 JAN 24 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE ONE
NAME**

The name of this corporation is SHEPHERD CARE WORLD OUTREACH MINISTRIES, INC.

**ARTICLE TWO
STATEMENT OF CORPORATE NATURE**

This is a non-profit corporation organized solely for general charitable and religious purposes pursuant to the Florida Non-profit Corporate Code.

**ARTICLE THREE
STATEMENT OF CORPORATE PURPOSE**

- A. The specific and primary purpose for which this corporation is formed is to operate for the advancement of religion and for other charitable purposes, by the distribution of funds for such purposes.**
- B. The general purposes for which this corporation is formed are to operate exclusively for such religious, charitable, educational purposes as will qualify it as a tax-exempt organization under Section 501 (c) (3) of the Internal Revenue code of 1954 or corresponding provision of any subsequent federal tax laws, including, for such purposes, the making of distribution to the organization under that code.**
- C. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.**

ARTICLE FOUR TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE MEMBERSHIP

The corporation shall have a membership distinct from the Board of Directors.

There shall be two (2) classes of membership:

- A. Regular Members. Regular members shall have the right and authority to attend and participate in all religious, charitable and social functions of the corporation, and may be elected to serve on the Board of Elders.**

Elders of this Corporation shall be elected by the Board of Directors or the President/Pastor of this religious body in accordance with the Biblical standards of Elders, which is set forth in the By-Laws.

Qualified persons shall become regular members upon the majority vote of Board of Directors and each regular membership may be re-elected to membership by the Board of Directors. All regular membership shall be terminated annually on December 31. Qualified person may be re-elected to membership by the Board of Elders.

- B. Corporate Members. Corporate members shall be:**

- 1) Cynthia Pressley**
- 2) Ophelia Coppa**
- 3) Fannie Goss**

Who shall be known as "original members". All voting power of the membership of this corporation shall be vested in the "corporate members". Each such Corporate Membership shall expire annually on December 31, except that the corporate membership of the "original members" shall be perpetual, except the President who has life tenure.

The authorized number and qualifications of the members of the corporation, the manner of their admission, the different sub-classes of membership, if any, the property of voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the By-Laws.

ARTICLE SIX BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) persons. The number of Directors may be increased or decreased from time to time by an amendment to the By-Laws, however, there shall never be less than three (3). All Directors shall be elected as provided in the By-Laws.

**Cynthia Pressley
2401 NW 95th Street
Miami, Florida 33147**

**Ophelia Coppa
2423 NW 95th Street
Miami, Florida 33147**

**Fannie Goss
2423 NW 95th Street
Miami, Florida 33147**

ARTICLE SEVEN MANAGEMENT OF CORPORATE AFFAIRS

- A. The Board of Directors. The power of this Corporation shall be exercised and its affairs conducted by the Board of Directors.**

The number of Elders of the Corporation shall be seven (7); provided however, that such number may be changed by the By-Law duly adopted by the Corporate members.

The Elders will be elected at the first annual meeting and at all times thereafter. The term they shall serve will be for two (2) years. The election of Elders is solely dependent upon the discretion of the President of the Corporation.

Annual meetings shall be held each year at such place and date as designated by the Board of Directors.

- B. Corporate Officers.** The Board of Directors shall consist of the following Officers:

President, Vice-President, Secretary/Treasurer. The following Persons shall serve as corporate officers:

Cynthia Pressley PRESIDENT
2401 NW 95th Street
Miami, Florida 33147

Ophelia Coppa VICE-PRESIDENT
2423 NW 95th Street
Miami, Florida 33147

Fannie Goss SECRETARY/TREASURER
2423 NW 95th Street
Miami, Florida 33147

- C. The method of election of the directors is as stated in the By-Laws.**

ARTICLE EIGHT CORPORATE OFFICERS

The officers of the corporation shall be President, Vice-President, Secretary/Treasurer, and such other offices as may be provided for by the By-Laws.

ARTICLE NINE LOCATION OF PRINCIPAL OFFICE

The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the county of Dade. The principal address of the corporation is 2401 NW 95th Street, Miami, Florida 33147. The name and address of this corporation's registered agent is:

**Cynthia Pressley
2401 NW 95th Street
Miami, Florida 33147**

ARTICLE TEN DEDICATION OF ASSETS

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

ARTICLE ELEVEN DISTRIBUTION OF ASSETS

Upon the dissolution of winding up this corporation, its assets remaining after payment, or provision for payment, of all its debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of, or corresponding provisions of any subsequent tax laws.

ARTICLE TWELVE BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Non-Profit law of Florida, concerning corporate action that must be authorized or approved by the corporate members of this 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 procedure set forth therefor in the By-laws.

ARTICLE THIRTEEN POWER AND AUTHORITY OF CORPORATION BY-LAWS

This corporation shall have the power and authority to acquire title to real and personal property by gift, purchase, exchange or any other manner, shall have the power to borrow monies without limitation and to pledge or mortgage any or all of its assets as collateral or security for debts and shall have the power to transfer and convey its assets for any reason not inconsistent with its purposes.


**ARTICLE FOURTEEN
INDEMNIFICATION**

The corporation shall indemnify and Officer, Corporate Officer, Trustee, Corporate member and/or Director, or any former Officer, Corporate Member, Trustees and/or Director, to the full extent permitted by law.

**ARTICLE FIFTEEN
AMENDMENT OF ARTICLES**

Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of corporate members for their vote. Amendments may be adopted by the vote of two-thirds of the quorum of Corporate members.

We, the undersigned, being the subscribers of this corporation, and including all the persons herein named as subscribers, for the purpose of forming this non-profit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on this 16th day of Nov., 2000.


CYNTHIA PRESSLEY


OPHELIA COPPA

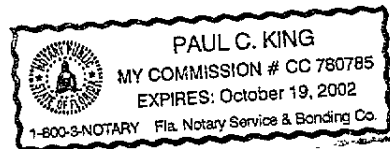

FANNIE GOSS

**STATE OF FLORIDA
COUNTY OF DADE**

On this 10 day of NOVEMBER, 2000, before me, a Notary Public for the State of Florida, personally appeared CYNTHIA PRESSLEY, OPHELIA COPPA, AND FANNIE GOSS, known to me to be the persons who executed the foregoing Articles of Incorporation of SHEPHERD CARE WORLD OUTREACH MINISTRIES INC., and they acknowledged before me that they executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 16th day of NOVEMBER, 2000.

Paul C. King
NOTARY PUBLIC
(Seal)



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

FILED

01 JAN 24 AM 8:00

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is: World Outreach
SHEPARD CARE
MINISTRIES INC.
2. The name and address of the registered agent and office is:

Cynthia Pressley
(Name)

2401 NW 95 Street

(P.O. Box NOT acceptable)

Miami, FL 33147

(City/State/Zip)

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.

SIGNATURE

Cynthia Pressley

DATE

1-7-00