

JOHN C. TRENTELMAN

ATTORNEY AT LAW

207 NORTH MAGNOLIA AVENUE

P.O. BOX 5863

OCALA, FLORIDA

34475

REAL ESTATE
PROBATE
GENERAL PRACTICE

NO10000001033

February 6, 2001

TELEPHONE 352-732-6977
FAX 352-732-6981

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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Re: FAITH INSPIRATION & PRAISE MINISTRY, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation of the captioned corporation which I ask that you approve and file.

Also enclosed is a check to your order in the sum of \$122.50 representing statutory filing fee, costs of certifying one copy of the Articles, the filing tax, and certificate of resident agent.

Would you kindly certify the enclosed copy and return it to me.

Very truly yours,


John C. Trentelman

JCT:vmc
enclosure

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13-01

ARTICLES OF INCORPORATION

OF

FAITH INSPIRATION & PRAISE MINISTRY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not-for-profit under and pursuant to Chapter 617, Florida Statutes, Part I, Corporation Not-for-Profit, generally, and do certify as follows:

I-NAME

The name of this corporation shall be FAITH INSPIRATION & PRAISE MINISTRY, INC.; for convenience, the corporation shall be herein referred to as the "Corporation" whose present address is 13570 SW 73rd Street, Ocala, Florida 34481.

II-PURPOSE

a. The purpose for which the corporation is organized is for a church and related activities.

b. The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Laws, including, for such purposes, the making of distribution to organizations 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.

d. No part of the net earnings of the corporation shall enure 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 in Article III hereof.

e. 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 1957 or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporations' contribution to which are deductible under Section 107(c) (q) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

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

III-POWERS

The powers of the corporation shall include and be governed by the following provisions:

1. The corporation shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Covenants.

2. The corporation shall have all of the powers of non-profit corporations, and shall have all of the powers reasonably necessary to implement the purposes of the corporation, including but not limited to the following:

- A. To make, establish and enforce reasonable rules and regulations governing the Corporation.
- B. To maintain and own real and personal property.
- C. To enforce by legal means the provisions of the Covenants the Bylaws and such Rules and Regulations as it may find necessary to promulgate.

IV-MEMBERS

The qualification of members, the manner of their admission to membership, the termination of such membership and voting by members shall be as follows:

1. Membership shall be established by the submission of a signed application form in such manner as may be determined by a vote of the Board of Trustees as a requirement for membership.

2. On all matters as to which the membership shall be entitled to vote, as hereinafter provided, each member shall have one vote which vote shall be exercised in the manner provided by the Bylaws.

3. Membership may be terminated for non-conformance to the Bylaws of the Corporation. In the case of such non-conformance a 2/3rds vote of the Board of Trustees, following a hearing at which the member shall be entitled to be present, shall be required for involuntary termination. A member may voluntarily resign at any time.

V-TERM

The term for which this corporation is to exist shall be perpetual.

VI-SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

| | |
|--------------------|------------------------|
| John C. Trentelman | 207 N. Magnolia Avenue |
| | Ocala, Florida 34475 |

VII-OFFICERS

The affairs of the Association shall be managed by the President of the Corporation, assisted by the Secretary, and if any, by the Vice-President and Treasurer subject to the directions of the Board of Trustees. The Board of Trustees may employ a

Managing Agent and other managerial personnel to administer or assist in the administration of the affairs of the Association, and any such person may be so employed without regard to whether such person is a member of the Corporation or a Trustee or Officer of the Corporation.

Election of the officers of the corporation shall be conducted at the annual meeting of the Board of Trustees.

The Board of Trustees shall elect the President, Secretary and Treasurer and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Trustees shall from time to time determine.

VII-FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board of Trustees are as follows:

President Dennis Peacock Jr.

Secty/Treas Annetta Peacock

IX-BOARD OF TRUSTEES

1. The number of members of the First Board of Trustees shall be five (5). Thereafter, the Board of Trustees may be increased in the manner hereinafter provided in Section 3.

2. The names and street addresses of the personnel who are to serve as the First Board of Trustees are as follows:

Dennis Peacock, Jr. 13570 SW 73rd Street
Ocala, FL 34481

Annetta Peacock 13570 SW 73rd Street
Ocala, FL 34481

Cecilia Smith 1880 NE 28th Street
Ocala, FL 34479

3. Membership of all Boards of Trustees elected subsequent to the First Board of Trustees shall be composed of the following:

The Board of Trustees shall be elected at large from the members in good standing of the corporation. The Board of Trustees shall consist of five (5) Trustees, but the number of Trustees may be increased by an amendment to these Articles.

4. The first election of Trustees shall be held on Feb 6, 2001. Thereafter the election of Trustees shall take place annually on the first Monday in the month of December each year, beginning December, 2001.

X-INDEMNIFICATION

Every Trustee and every officer of the corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with the proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Trustee or officer of the Corporation, or any settlement thereof; whether or not he is a Trustee or officer

at the time such expenses are incurred, except in such cases wherein the Trustee or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Trustees approves such settlement and reimbursements as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Trustee or Officer may be entitled.

XI-BYLAWS

The Bylaws of the corporation shall be adopted by the Board of Trustees and may be altered, amended or rescinded in the manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which such proposed amendment is considered, which notice shall be mailed to each member not less than ten days prior to such meeting.

2. A resolution approving a proposed amendment may be proposed by either the Board of Trustees or by the membership of the Corporation, and after being proposed and approved by one of said bodies, it must be submitted for approval by the other. Such approval shall require the assent of seventy-five (75%) per cent of the members of the Corporation; and such approval shall require the assent of two-thirds (2/3) of the members of the Board of Trustees.

A general meeting to consider such a resolution must be called by the President upon his being presented therewith.

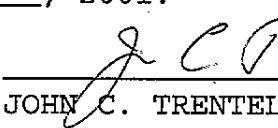
3. No amendment may be made to the Article of Incorporation which shall in any manner reduce, amend, affect or modify the provisions and obligations set forth in the Covenants.

4. A copy of such amendment shall be sent to the office of the Secretary of State of the State of Florida for filing and certification.

XII-REGISTERED AGENT

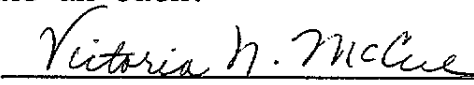
The initial registered agent for this corporation is Dennis Peacock, Jr., and the initial registered office is located at 13570 SW 73rd Street, Ocala, Florida 34481.

DATED on Feb 6, 2001.


JOHN C. TRENTELMAN

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 6 day of February, 2001, by John C. Trentelman, who is personally known to me and who did not take an oath.



Notary Public, State of Florida
MY COMMISSION EXPIRES: _____



Victoria N. McCue
MY COMMISSION # CC672440 EXPIRES
December 16, 2001
BONDED THRU TROY FAIN INSURANCE INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That **FAITH INSPIRATION & PRAISE MINISTRY, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, at City of Ocala, County of Marion, State of Florida, has named **DENNIS PEACOCK, JR.**, located at 13570 SW 73rd Street (Street address and number of building, Post Office Box address not acceptable), City of Ocala, County of Marion, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA