

February 27, 2001

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Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

Gentlemen:

Please find enclosed two copies of articles of incorporation for Terry L Collier Ministry, Inc. and a check in the amount of \$70 in payment of the fees related to our request to the State of Florida to form a not for profit corporation (under Chapter 617).

The under signed is listed as the incorporator and Registered Agent in the Articles and all questions should be directed to him at 813/258-0795.

Yours truly,

J. Stanley Skipper

President

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE TALLAHASSEE FLORIDA

TERRY L. COLLIER MINISTRY, INC.

(A Florida not-for profit corporation)

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

TERRY L. COLLIER MINISTRY, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5230 Denver St., St. Petersburg, Florida 33703

ARTTCLE III PURPOSES

The specific purposes for which the corporation is organized are:

The corporation is a public benefit corporation and the purposes of the corporation are to undertake activities, which in the judgment of its Directors tend to extend, maintain and restore the Christian faith and the charitable works associated therewith in the Tampa Bay area, the State of Florida, United States and other nations of the world. As a Not-for-Profit corporation, it may acquire and administer funds and property, which, after the payment of necessary expenses, shall be devoted exclusively to religious, charitable, scientific, literary, educational purposes. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational as described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent or future United States Internal Revenue Law. The corporation may work either directly or work indirectly through its cooperation with other public or private agencies having like purposes, including, but not limited to such purposes as:

Provide scholarships, conferences, seminars, lectures, and special projects; prepare and publish suitable written materials, books and audio and videotapes to promulgate the gospel message; to teach Christian ethics, accountability and stewardship for use in business, Christian ministry and all areas of life; and to promote an integrated a sustained lifestyle of faith, based on knowledge of the Bible, prayer and Christian Service.

To provide counseling services and humanitarian help in the name of Christ as an expression of His love, to all the people of the world with a goal of helping people to escape poverty of the soul and poverty of material sustenance for life.

To support vital Christian causes and ministries that are unlikely to be adequately supported by other groups, especially causes providing local and foreign services, which free people from addictions, homelessness, criminal patterns of behavior and other life controlling problems.

To solicit, collect, receive, accumulate, administer and disburse funds and property in such a manner as will, in the sole discretion of the board of directors, most effectively operate to further the purposes of this organization, either directly or by contributions to any organization described in Section 501(c)(3) of the Internal Revenue Code.

To do any or all of the things here and above set forth, and all things usual, necessary and proper, in furtherance of or incidental to said purposes.

Notwithstanding any other provision of these Articles, this organization shall not carry on any Activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV POWERS

As a means of accomplishing the above purposes for which it is organized, the corporation shall have the rights and powers now or hereafter conferred upon nonprofit corporations by the laws of the State of Florida as follows:

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any future United States internal revenue law.

The corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (1) prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Internal Revenue Code, or (2) cause it to lose such exempt status.

The corporation shall not be operated for the primary purpose of carrying on a trade or business For-profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, 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 corporate purposes.

Except as may be permitted from time to time under Section 501 of the Internal Revenue Code, no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

The territory in which the corporation's operations are principally to be conducted is the United States of America; the corporation may conduct operations in foreign countries, subject, however, to the laws of Florida, or any restrictions or limitations under Federal law.

The corporation is not being formed for any purpose for which there are other specific statutory provisions in the State of Florida concerning its formation and is not being organized for a purpose or purposes which require authorization under the laws or statutory regulations of the State of Florida.

But if this corporation shall undertake to do any of the things hereinabove set forth in any state other than Florida, in the District of Columbia, in any territory, colony or dependency of the United States, or in any foreign country or any colony or dependency thereof, then as to such jurisdictions and to each of them, this corporation shall be deemed to have such powers insofar as such jurisdictions respectively permit such corporations within their several respective jurisdictions to execute such powers.

Notwithstanding any other provisions of this charter, the corporation shall not carry on activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code and (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of such Code.

ARTICLE V NO MEMBERS

This corporation shall have no members.

ARTICLE VI DIRECTORS

The manner in which the directors are elected or appointed is:

The affairs of the Corporation shall be managed by an elected Board of Directors who are mature Christian leaders and possess the knowledge and skills and demonstrate the necessary discipline and commitment to perform the purposes of the corporation. There are currently three incorporating Directors, and the number of directors should never be less than three, who will elect other members of the Board of Directors in accordance with the method prescribed by the Bylaws of the corporation.

The charter members of the Board of Directors are:

Terry L. Collier 5230 Denver St.

June L. Collier

5230 Denver St.

J. Stanley Skipper 2007 W. DeLeon St., Suite A

St. Petersburg, FL 33703

St. Petersburg, FL 33703

Tampa, FL 3306-2081

ARTICLE VII DISSOLUTION

In the event of dissolution of the corporation, the residual assets shall either be distributed for one or more exempt purposes, or will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or to the federal, state, or local government for exclusively public purposes. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction 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.

<u>ARTICLE VIII AMENDMENTS</u>

The provisions of these articles are subject to amendment as provided under the laws of the State of Florida; provided that no provision shall be changed, modified or repealed in such a manner as to be inconsistent with the objects and purposes for which this corporation is formed.

ARTICLE IX OTHER PROVISIONS

This corporation shall enjoy and be subject to the benefits, privileges and immunities, restrictions, liabilities and obligations, as provided for not for profit corporations generally by the law of the land and which are held applicable to not for profit corporations organized in the State of Florida.

ARTICLE X INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

J. Stanley Skipper, 2007 W. Deleon St., Suite A, Tampa, Fl 33606-2081

RTICLE X1 INCORPORATOR

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The <u>name and address</u> of the Incorporator to these Articles of Incorporation are:

SECRETARY OF STATE TALLAHASSEE FLORIDA

J. Stanley Skipper, 2007 W. Deleon St., Suite A, Tampa, Fl 33606-2081

I hereby attest to the adoption of the above articles of incorporation, that the charter directors are citizens of the United States and all references in this charter to the Internal Revenue Code shall include the Internal Revenue Code of 1986 as it now exists, future amendments to the sections cited, and corresponding sections of future laws, together with all valid regulations thereunder.

Signature/Incorporator

Date

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/Registered Agent

Date