

LAW OFFICES
WILLIAM F. BREWTON
38038 MERIDIAN AVENUE
DADE CITY, FLORIDA 33525

TELEPHONE (352) 567-5171
FAX NO. (352) 567-6614

February 26, 2001

ND1000001550

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

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*****78.75 *****78.75

RE: 911 INTERNATIONAL MINISTRIES, INC.

Dear Sir or Madam:


Enclosed please find:

- A. Original Articles of Incorporation for the above-named not-for-profit corporation
- B. Copy of original Articles of Incorporation for certifying
- C. My check no. 14445 in the face amount of \$78.75 payable to the Division of Corporations.

Thank you for your courtesy and assistance in this matter.

If you have any questions, do not hesitate to contact me.

Sincerely yours,


William F. Brewton

FILED
01 MAR - 1 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WFB/smc
Enclosures

DeB
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ARTICLES OF INCORPORATION
OF
911 INTERNATIONAL MINISTRIES, INC.

FILED
01 MAR -1 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be 911 International Ministries, Inc.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the CORPORATION shall be as follows:

- A. To receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
- B. To solicit funds and donations in kind and from time to time to further the purposes of this CORPORATION.
- C. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the CORPORATION.
- D. No part of the net earnings of the CORPORATION shall inure to the benefit of, or be distributable to any Director or Officer of the CORPORATION or any other private individual (except that reasonable compensation may be paid for services rendered to or for the CORPORATION affecting one or more of its purposes); and no Director or Officer of the CORPORATION, or any private

individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the CORPORATION. No substantial part of the activities of the CORPORATION shall be the carrying of propaganda, or otherwise attempting to influence legislation and the CORPORATION shall not participate in, intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

- E. Notwithstanding any other provision of these ARTICLE OF INCORPORATION, the Corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended. In addition thereto, the CORPORATION shall neither pay liens on property not owned by the corporation nor accept the transfer from any person or entity of privately owned property having outstanding liens.
- F. Upon the dissolution of the CORPORATION, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the CORPORATION, dispose of all assets of the CORPORATION exclusively for the purposes of the CORPORATION in such manner, or such organization or organizations organized and operated 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 the corresponding provisions of any United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Pasco County, Florida, in which the principal office of the CORPORATION is located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.
- G. To carry on any lawful activities in which not for profit corporations may engage in under the laws of the State of Florida within the restrictions of I.R.C. 501 (c)(3).

H. In addition to the foregoing, a specific purpose for which this corporation is formed is to operate to promote the Gospel of Jesus Christ including, but not limited to:

- (1) Establishing churches, Christian schools and colleges, and other ministries, and for the distribution of funds for such purposes.
- (2) Holding revival services in the United States of America and foreign countries.
- (3) Ordaining and/or licensing ministries.
- (4) Feeding the poor.
- (5) Facilitating a teaching ministry.

ARTICLE III POWERS

The CORPORATION shall have such powers as are conferred upon it by Chapter 617 of the laws of the State of Florida as limited by I.R.C. 501 (c)(3) and the powers to exercise those powers in accomplishment of its objects and purposes within the restrictions of I.R.C. 501 (c)(3).

ARTICLE IV MEMBERSHIP

- A. The membership of the CORPORATION shall be comprised of two classes of membership: voting and nonvoting. All voting rights and management of the CORPORATION are reserved in the BOARD OF DIRECTORS.
- B. The membership of the CORPORATION shall be open to all persons who agree to a personal commitment to further the purposes of the CORPORATION. The BYLAWS may impose other conditions of membership from time to time.
- C. It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the officers of the CORPORATION shall abide by the BYLAWS promulgated by the BOARD OF DIRECTORS in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said BYLAWS shall not discriminate or be applied in any manner

which may be contrary to the purposes described in these ARTICLES OF INCORPORATION or which would disqualify this CORPORATION'S qualification as an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE V
INCOME DISTRIBUTION

No part of the income of this CORPORATION shall be distributed to its members, except as compensation for services rendered.

ARTICLE VI
EXISTENCE

This CORPORATION shall exist perpetually unless dissolved according to law.

ARTICLE VII
INITIAL ADDRESS AND REGISTERED AGENT

The initial street and mailing address in Florida of the initial principal office of the Corporation is 38038 Meridian Avenue, Dade City, FL 33525, and the name of the initial registered agent is WILLIAM F. BREWTON, whose address is 38038 Meridian Avenue, Dade City, FL 33525.

ARTICLE VIII
BOARD OF DIRECTORS

- A. The affairs of the CORPORATION shall be managed by the BOARD OF DIRECTORS whose members shall have a fiduciary obligation to the CORPORATION.
- B. The number of DIRECTORS shall be not less than three (3) and shall have no maximum number. Their term of membership shall be for a one (1) year period, except for the PRESIDENT, who shall be a continuing member of the BOARD OF DIRECTORS. Directors may be removed for misconduct as hereinafter defined by the By-laws. All nominations for Director shall be made solely by the President.
- C. The names and street addresses of the members of the first BOARD OF DIRECTORS and officers, all of who shall hold office until their successors are duly elected and qualified, are as follows:

1. President: Rev. Patricia M. Brewton
38038 Meridian Avenue
Dade City, FL 33525
2. Vice-President: Rev. David C. Raley
6061 Knollwood Drive
Ridge Manor, FL 33523
3. Secretary/Treasurer: William F. Brewton
38038 Meridian Avenue
Dade City, FL 33525
4. Rev. Mason D. Raley
2599 Sunridge Court
Orange Park, FL 32605
5. Rev. Dominic Sola
1029 Wideview Avenue
Tarpon Springs, FL 34689-2141

ARTICLE IX
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the CORPORATION against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The CORPORATION may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE X
INCORPORATORS

The names and street addresses of the incorporators for these ARTICLES OF INCORPORATION are as follows:

PATRICIA M. BREWTON, 38038 Meridian Avenue, Dade City, FL
33525
REV. DAVID C. RALEY, 6061 Knollwood Drive, Ridge Manor, FL
33523
WILLIAM F. BREWTON, 38038 Meridian Avenue, Dade City, FL 33525

**ARTICLE XI
AMENDMENTS**

The CORPORATION reserves the right to amend, alter, change or repeal any provisions contained in these ARTICLES OF INCORPORATION by a two-thirds (2/3) majority vote of the BOARD OF DIRECTORS.

**ARTICLE XII
ANNUAL MEETING**

A meeting of the BOARD OF DIRECTORS of the CORPORATION shall be held annually, for the election of officers and for the transaction of the other business, on such date and at such time as may be stated in, or fixed in accordance with the BYLAWS.

IN WITNESS WHEREOF, we, the undersigned incorporators, have set our hands and seals, this 23rd day of February, 2001.


PATRICIA M. BREWTON


DAVID C. RALEY


WILLIAM F. BREWTON

STATE OF FLORIDA
COUNTY OF PASCO

THE FOREGOING INSTRUMENT was acknowledged before me this day by PATRICIA M. BREWTON, DAVID C. RALEY, and WILLIAM F. BREWTON, who are personally known to me, and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of February, 2001.


NOTARY PUBLIC

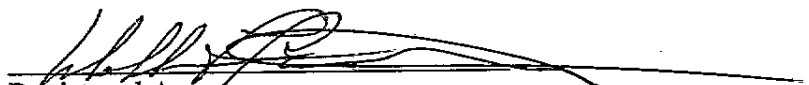
My Commission Expires:
My Commission Number:



ACCEPTANCE OF POSITION OF REGISTERED AGENT

Having been named to accept service of process for the above stated CORPORATION, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: February 23, 2001


Registered Agent

FILED
01 MAR - 1 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA