

GLENN T. SHELBY, P.A.

Attorney at Law
Certified Circuit Court Mediator

2323 South Florida Avenue • Lakeland, Florida 33803 • 863-688-5838

March 27, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, FL 32399

100003943061--5
-04/02/01--01075--012
*****70.00 *****70.00

RE: Southern Grace Ministries, Inc.

Dear Secretary:

Enclosed please find the original Articles of Incorporation for Southern Grace Ministries, Inc. Our check in the amount of \$70.00 is also enclosed to cover the filing fee.

Thank you very much.

Sincerely,

Glenn T. Shelby

GLENN T. SHELBY

GTS:awj
Enclosures

FILED
01 APR -2 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E. 04-123000 APR 4 2000

ARTICLES OF INCORPORATION
OF
SOUTHERN GRACE MINISTRIES, INC.,
a Florida Not For Profit Corporation

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is SOUTHERN GRACE MINISTRIES, INC.

ARTICLE II.

The corporation shall have perpetual duration.

ARTICLE III.

The corporation is a not for profit corporation. The purpose for which the corporation is organized is:

(a) To minister the gospel through song.

(b) The general purposes for which this corporation is formed are to operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt 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.

ARTICLE IV.

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

ARTICLE V.

The street address of the initial registered office is 2835 Willow Wood Dr., Mulberry, FL 33860 and the mailing address of the corporation is P.O. Box 1235, Mulberry, FL 33860. The initial registered agent at that address shall be Ronald W. Benton.

ARTICLE VI.

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be four; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on April 18 2001, at 7:00 PM, at 2835 Willow Wood Dr., Mulberry, FL 33860, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of 2 years until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Meetings shall be held annually, on the first Monday in December of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of

incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Name	Residential Address
Ronald W. Benton	2835 Willow Wood Dr. Mulberry, FL 33860
Thomas G. Spradlen	4938 Avon St. Lake Wales, FL 33853
Twila M. Benton	2835 Willow Wood Dr. Mulberry, FL 33860
John H. Marsh, III	220 Breeze Hill Lake Wales, FL 33853

ARTICLE VII.

The name and address of the incorporator is:

Name	Address
Ronald W. Benton	2835 Willow Wood Dr. Mulberry, FL 33860

ARTICLE VIII.

The board of directors shall elect the following officers: President, Vice President, Secretary, and Treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

President	Ronald W. Benton	2835 Willow Wood Dr. Mulberry, FL 33860
Vice President	Thomas G. Spradlen	4938 Avon St. Lake Wales, FL 33853
Treasurer	Twila M. Benton	2835 Willow Wood Dr. Mulberry, FL 33860

ARTICLE IX.

Subject to the limitations contained in the bylaws and any limitations set forth in the Laws of the State of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE X.

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on March 23 2001.

Ronald W. Benton
RONALD W. BENTON

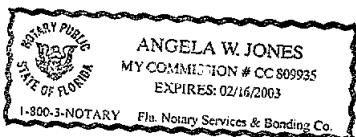
STATE OF FLORIDA
COUNTY OF POLK.

The foregoing instrument was acknowledged before me this date by RONALD W. BENTON, who is personally known to me or who has produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this the 23 day of March, 2001.

Angela W. Jones

NOTARY PUBLIC
State of Florida at Large
Seal:



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the service of Process within this State, Naming Agent Upon Whom Process may be served and names and addresses of the officers and directors.

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

First, that Southern Grace Ministries, Inc., a corporation duly organized and existing under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, and State of Florida, has named Ronald W. Benton, located at 2835 Willow Wood Dr., Mulberry, FL 33860, its agent to accept service of process within the State.

OFFICERS:	TITLES:	SPECIFIC ADDRESS:
RONALD W. BENTON	PRESIDENT	2835 Willow Wood Dr. Mulberry, FL 33860
THOMAS G. SPRADLEN	VICE PRES.	4938 Avon St. Lake Wales, FL 33853
TWILA M. BENTON	Treasurer	2835 Willow Wood Dr. Mulberry, FL 33860
JOHN H. MARSH, III	Secretary	220 Breeze Hill Lake Wales, FL 33853

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR - 2 PM 3:30

FILED

Ronald W. Benton
Ronald W. Benton, Pres.

ACKNOWLEDGMENT:

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.

Ronald W. Benton
Ronald W. Benton

It is necessary to file this Certificate within thirty days after filing Certificate of Incorporation, as to domestic corporations and within thirty days after the issuance of permit to foreign corporation; and thereafter when corporation has changed its plT