

No 1000003631

EFFECTIVE DATE

5-7-01

FILED

01 MAY 14 PM 2:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Janet Greenleaf, Paralegal
Renet McCall, Paralegal
Ray Miller, Paralegal

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WAKEFIELD & ASSOCIATES, P.A.

S. CRAIG WAKEFIELD

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May 10, 2001

Florida, Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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RE: Straight Gate Ministries of Poinciana, Inc.
Articles of Incorporation

Dear Sir/Madam:

Enclosed herewith is the original and a copy of the Articles of Incorporation for the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to our office.

Additionally, I am enclosing our firm check in the amount of \$78.75 which represents the fees and charges for filing the Articles of Incorporation.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

Barbara F. Lambert
Barbara Lambert,
Legal Secretary

b1
Enclosures

D. BROWN MAY 24 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

STRAIGHT GATE MINISTRIES OF POINCIANA, INC.

(A Florida Non Profit Corporation)

We, the undersigned, being desirous of forming a corporation for religious purposes, pursuant to Chapter 617 of the Florida Statutes, do hereby recite the following:

ARTICLE I

The name of this corporation is STRAIGHT GATE MINISTRIES OF POINCIANA, INC., a Florida Not-for-Profit Corporation, whose address is 513 Bar Dr., Poinciana, Florida 34759. The mailing address may be changed at any time by affirmative vote of the Board of Directors without amending these Articles of Incorporation.

ARTICLE II

NOT FOR PROFIT

The corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing upon the date and subscription of these articles or within five days of the date received.

ARTICLE IV
PURPOSES AND POWER

This corporation may engage in any activity permitted under the laws of the United States and the State of Florida. This corporation is organized and operated exclusively for religious purposes, and not for profit within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America. It shall have all the powers permitted by law.

In furtherance of its nonprofit, tax-exempt purposes, the corporation shall have the following powers and authority:

1. To operate under the name as set forth in Article I above.
2. To operate a local church in accordance with all the powers set forth in by law.
3. To establish and maintain a program of education in and for members and friends of the church who are interested in indepth studies in Bible, counseling, Christian development, church growth and related subjects.
4. To obey the commission of the Lord Jesus Christ to evangelize and to advance God's Kingdom throughout the world.
5. To adopt bylaws regulating and providing for the church to function as a local, autonomous congregation of Christians.
6. To exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the corporation is established, provided that such are incidental powers for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a religious organization as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America.

The several clauses contained in this Article shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. Notwithstanding any provisions of these Article of Incorporation, the corporation shall not engage in any political activity proscribed by Section

501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America, nor shall any income or assets of the corporation inure to the benefit of any member, private individual or business entity, except for reasonable compensation for service rendered. The corporation is empowered to receive tax deductible charitable donations pursuant to Section 170(b)(1)(a)(i) of the Internal Revenue Code of 1986, as amended, of the United States of America.

ARTICLE V

MEMBERS

The Corporation shall have Voting Members and shall have all the rights and privileged of members of the Corporation. The number of Voting Members may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than three (3). The names and addresses of the initial voting members are:

Clarence Monroe
705 Flag Way
Poinciana, FL 34759

Joseph Sutton
513 Bar Dr.
Poinciana, FL 34759

Jonathan Parham
1342 Vine St., #320
Kissimmee, FL 34743

ARTICLE VI

INITIAL REGISTERED OFFICER AND AGENT

The name of the initial registered agent and the street address of the initial registered office is: S. Craig Wakefield, 1400 West Oak Street, Suite A, Kissimmee, Florida 34741.

ARTICLE VII

INITIAL STEERING COMMITTEE (BOARD OF ELDERS)

The management of the Corporation shall be vested in a Steering Committee (Board of Elders). The number of Directors constituting the initial Steering Committee (Board of Elders) is three (3). The number of Elders may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three (3). The Voting Members shall elect the Elders at an annual meeting of Voting Members. The name and address of each Steering Committee member of the Corporation is as follows:

Clarence Monroe
705 Flag Way
Poinciana, FL 34759

Joseph Sutton
513 Bar Dr.
Poinciana, FL 34759

Stacey Scales
1342 E. Vine St., #320
Kissimmee, FL 34743

ARTICLE VIII OFFICERS

The Officers of the Corporation shall consist of a Ministers, Elders, Deacons, Trustees or such other Officers as may be provided for in the By-Laws. Each Officer shall be elected by the Board of Elders (and may be removed by the Board of Elders) at such time and in such manner as may be prescribed by the By-Laws. The name and address of each initial Officer of the Corporation is as follows:

NAMES AND ADDRESSES

Pastor

Joseph Sutton
513 Bar Dr.
Poinciana, FL 34759

Steering Committee Member

Tadashi Dumas
513 Bar Dr.
Poinciana, FL 34759

Steering Committee Member

Jonathan Parham
1342 Vine St., #320
Kissimmee, FL 34743

Steering Committee Member

Ramona Sutton
513 Bar Dr.
Poinciana, FL 34759

ARTICLE IX

INCORPORATOR

The name and address of the incorporator hereof is:

Tadashi Dumas
513 Bar Dr.
Poinciana, FL 34759

ARTICLE X

BY-LAWS

The members of the Elders of the corporation may provide such By-Laws for the conduct of the Corporation's business and the carrying out of its purposes as they deem necessary or desirable from time to time. Upon proper notice, the By-Laws may be amended, altered or repealed by the majority vote of those members of Board of Elders present at any regular meeting or at any special meeting called for that purpose. The provisions of Section 607.081, Florida Statutes as amended shall be applicable.

ARTICLE XI
AMENDMENT

The Articles of Incorporation of this corporation may be amended by the Voting Members of the corporation at any annual meeting or at any special meeting called for that purpose.

ARTICLE XIII
LIMITATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its member, offices, 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 of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIV
DISSOLUTION

Upon the dissolution of the corporation, the assets of this corporation shall be distributed to one or more exempt organizations as described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, of the United States of America, at the direction of the elders of the congregation (or in the event of no elders, at the direction of the steering committee of the

congregation); provided, however, that the just debts and liabilities of the corporation shall first be paid. Any such assets not so disposed of shall be disposed of by the court of jurisdiction of the county in which the principal office of the corporation is then located, exclusively to such organizations or for such purposes as will carry out the intent of ARTICLE V. Upon dissolution none of the assets or property of the corporation shall devolve to the benefit of any member of the Church except as provided above.

ARTICLE XV

ACCOUNTS AND BOOKS

The Board of Elders from time to time shall determine whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of this corporation, or any of them, shall be opened to the inspection of the members, and no representative of the members shall have the right to inspect any account or document of this corporation except as conferred by a statute, the By-Laws, or authorized by the Board of Elders or by resolution of members.

ARTICLE XVI

NONSTOCK BASIS

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificate or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLE XVII

INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not for Profit Corporation Act.

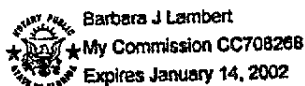
IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 30th day of April, 2001, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.


TADASHI DUMAS

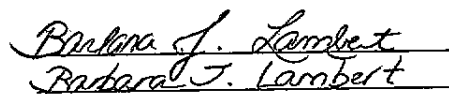
STATE OF FLORIDA :
COUNTY OF OSCEOLA:

Before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared TADASHI DUMAS to me known, to be the persons described herein as the incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed and subscribed these Articles of Incorporation and he [] is personally known to me or [] has provided _____ as identification.

SWORN TO AND SUBSCRIBED before me at Kissimmee, Florida, this 30th day of April, 2001.

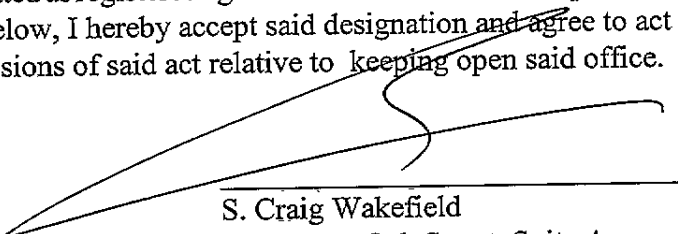


Seal


Printed Name
Notary Public-State of Florida
My Commission Expires:

ACCEPTANCE OF DESIGNATION

Having been designated as registered agent for the above-named corporation to accept service of process at the address below, I hereby accept said designation and agree to act in this capacity and to comply with the revisions of said act relative to keeping open said office.


S. Craig Wakefield
1400 West Oak Street, Suite A
Kissimmee, Florida 34741

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA