

NO1000003999

OWEN MCDONNELL TAYLOR, F. A.

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April 20, 2001

Department of State
Division of Corporations
POB 6327
Tallahassee, FL 32314

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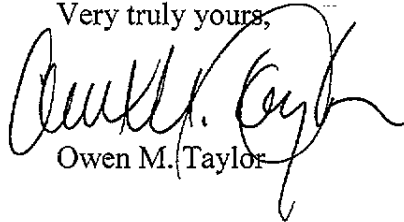
Re: Bethel Apostolic Assemblies, Inc.

Dear Sirs:

I am enclosing the original articles of incorporation for the above corporation. Additionally, I am enclosing my check for \$35.00 filing fee.

Please approve and file the enclosed. Thank you for your prompt attention to this matter. Please send all receipts and recorded copies to this office.

Very truly yours,



Owen M. Taylor

OMT/nc

FILED
01 JUN -6 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials: MT
6/5

W01-9953



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 2, 2001

OWEN M TAYLOR, ESQ
1304 HARMONY LANE
ANNAPOLIS, MD 21401

SUBJECT: BETHEL APOSTOLIC ASSEMBLIES, INC.
Ref. Number: W01000009953

We have received your document for BETHEL APOSTOLIC ASSEMBLIES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Kimberly Rolfe
Corporate Specialist Supervisor
New Filings Section

Letter Number: 701A00026123

BETHEL APOSTOLIC ASSEMBLIES, INC.
(A non-profit, Religious and Charitable organization)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FIRST: Introduction.

The undersigned Incorporators whose names and addresses appear at the end of this document, each being at least 18 years of age, do hereby associate ourselves as incorporators with the intention of forming a religious corporation for religious, educational and charitable purposes under and by virtue of the laws of Florida and the United States of America and to carry the whole gospel to the whole world in an effective and organized effort, opening and establishing new works and to produce a clean ministry and fellowship.

SECOND: Name.

The name of the corporation shall be:

BETHEL APOSTOLIC ASSEMBLIES, INC.

THIRD: Purposes.

The purposes and intention in forming the corporation are as follows:

(A.) The corporation is organized exclusively for religious, educational and charitable purposes, including for such purposes, the making of distributions to organizations which qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code or Law), and, more specifically, to receive and administer funds for such religious, charitable and educational purposes, all for the public welfare, and for no other purpose; and to that end to take and hold, bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real or personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and re-invest the principal or interest thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations as may be imposed by law or contained in such instrument under which such real, personal, or mixed, in trust, is received or under the terms of any will, Deed of Trust, or other trust instrument for the forgoing purposes or any of them, and in administering the same to carry out directions, and exercise the powers contained in the trust instrument under which the trust property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest, or devise of any of such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than for "charitable purposes" within the meaning of such terms as defined herein, or as shall, in the opinion of the directors

jeopardize the Federal Income tax exemption of the corporation pursuant to section 501 (c)(3) or any other section of the Internal Revenue Code, as now in force or afterwards amended; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities of any other corporation, foreign or domestic, but only for the same of all of the foregoing purposes; and, in general, to exercise any, all and every power for which a non-profit corporation is organized under the applicable laws of any state or federal code for religious, educational and charitable purposes, but only to the extent the exercise of such powers are in the furtherance of exempt purposes; and that the corporation may by its By-laws make any other provision or requirement for the arrangement or conduct of the business of the corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to state or federal laws.

(B.) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate, or intervene, (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision to the contrary, the corporation shall not carry on any activities not permitted to be carried on: (a.) by a corporation exempt from federal taxation under section 501 (c)(3) of the Internal Revenue Code or, (b.) by a corporation contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or as it may be amended.

(C.) Included among the religious, charitable and educational purposes for which the corporation is organized, as qualified and limited by sections (A.) and (B.) above, are the following:

1.) To establish and maintain churches and to provide places of worship and prayer in accordance with the basic tenets and Articles of Faith established by the corporation and its By-laws.

2.) To establish, maintain and conduct Christian schools for religious training and general education including, but not limited to pre-schools, kindergartens, elementary, and secondary schools, Bible schools, colleges and/or any other such schools as may be deemed necessary.

3.) To establish day care or related care facilities for children.

4.) To further all religious and charitable work.

5.) To establish a publishing ministry, including public outlets and/or distribution of publications or other media.

6.) To establish orphanages, home of the homeless, shelters, soup kitchens, low income housing, senior citizens homes, nursing homes, medical facilities, hospitals, cemeteries or other such facilities as the corporation deems advisable.

7. To establish churches throughout the world and offer a method fellowship and accountability to the ministers, missionaries and evangelists in the churches.

8.) And for such other purposes as the corporation may deem appropriate and proper to the functions of the corporation.

(D.) In the foregoing statement of purposes:

1.) References to "charitable organization(s)" means corporations, trusts, funds, foundations or community chests created or organized in the United States, or any political subdivision thereof, exclusively for charitable purposes, no part of the net earnings of

which inures or is payable to or for the benefit of any private stockholder or individual, and no substantial part of the activities of which involves carrying on of propaganda or otherwise attempting to influence legislation and which do not involve participating, or intervening, in any political campaign on behalf of any candidates for public office; and,

2.) The term "charitable purposes" shall be limited to and shall include only religious, charitable or educational purposes within the meaning of the terms used in section 501 (c)(3) of the Internal Revenue Code of 1954, and only such purposes as also shall constitute public charitable purposes under the laws of the United States.

FOURTH: Meetings/General Conference.

A regular session of the organization shall be held at least one time per year and shall be called the "General Conference". The time, place, order of business and other proper business matters shall be the agenda of each annual meeting. The highest authority in declaration of Articles of Faith and determination of policy and by-laws shall be the General Conference.

FIFTH: Officers.

A. The standing officers shall be the Bishop/Superintendent and General Secretary.

B. The officers shall be appointed to office by the Superintendent, as needed and permitted by the By-Laws. Other offices may be created as needed and authorized by the By-Laws of the organization. Directors shall be elected or appointed as described in the By-Laws.

C. The terms, qualifications and description of duties of the officers shall be described and controlled by the By-Laws of the organization.

D. Until the first annual meeting and appointment of officers, the Bishop/Superintendent shall be BENJAMIN F. CARTER, SR.

SIXTH. Constituency/voting.

The Corporation shall have members ("Constituency"). The constituency of the Bethel Apostolic Assemblies, Inc. shall consist of all licensed ministers and missionaries holding credentials or license.

SEVENTH. Principal Office.

The address of the principal office of the corporation is 21310 Old Cutler Road, Miami, FL 33189 or such place as the organization may direct from time to time. The name and address of the resident agent is Benjamin F. Carter, Sr. 21310 Old Cutler Road, Miami, FL 33189. Said resident is a citizen of the State of Florida and actually resides therein.

EIGHTH: Non-Profit.

The corporation is not organized for profit; it shall have not capital stock and shall not be authorized to issue any stock.

NINTH. Elders/Directors.

The initial number of Directors shall be five (5), which number may be increased or decreased by the By-laws, but never less than three (3). The initial Directors, until the first election, shall be Benjamin F. Carter, Sr., B. F. Carter, Jr., and Johnny L. Betton. The Bishop/Superintendent and General Secretary shall always be members of the Board of Directors.

TENTH. Dissolution.

Upon dissolution of the corporation the Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational or religious purposes as shall from time to time qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code or any future corresponding provision thereof, as the Directors shall determine. An such assets not so disposed of shall be disposed of by the Circuit Court of the County where the principal place of worship of the corporation is located, exclusively for such purposes or to such organizations, as the Court shall determine, which are organized and operated exclusively for such religious, charitable or educational purposes.

ELEVENTH. Term of corporation.

The existence of the corporation shall be perpetual.

TWELFTH. Fiscal year.

The fiscal year of the corporation shall be the calendar year.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 15th day of April, 2001, and we acknowledge the same to be our act and deed.

WITNESS:

Norma D. Carter

INCORPORATORS:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

Benjamin F. Carter, Sr.

Benjamin F. Carter, Sr.
21310 Old Cutler Road
Miami, FL 33189
Incorporator and Registered Agent.