

Dr. Zachery Hudson Ministries, Inc.
1924 Comanche Avenue
Tampa, Florida 33610

NO10000004048

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

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****122.50 *****78.75

To Whom It May Concern:

Please find enclosed one (1) copy and the original Articles of Incorporation, and Registered Agent Attestation for **DR. ZACHERY HUDSON MINISTRIES, INC.**, a not-for-profit corporation.

Also, find the appropriate filing fee of \$122.50 for a Certified Copy and Certificate of Corporation. Thank you for your assistance in this matter.

Sincerely,

Zachery Hudson
President

Enclosures as stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of

DR. ZACHERY HUDSON MINISTRIES, INC.

(A religious evangelistic corporation organized under the nonprofit corporation laws of Florida)

The undersigned subscribers, a majority of whom are citizens of the United States, desire to form a religious evangelistic corporation, Dr. Zachery Hudson Ministries, Inc., a Non Profit Corporation, under the Florida Not for Profit Corporation Act. Moreover, the undersigned are natural persons competent to contract and hereby form a not for profit Corporation under the laws as stated in the Florida statutes, more specifically, Florida Statutes Section 617. The undersigned subscribers hereby adopt the following **Articles of Incorporation** and do hereby certify:

ARTICLE I - NAME

The name of the corporation is *Dr. Zachery Hudson Ministries, Inc.*

ARTICLE II - PRINCIPAL OFFICE

The street address of the *initial* principal office of this Corporation is:

*1924 East Comanche Avenue
Tampa, Florida 33610*

The mailing address of this Corporation is:

*1924 East Comanche Avenue
Tampa, Florida 33610*

ARTICLE III- PURPOSES OF THE CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The Corporation shall provide religious charitable services to advocate the teachings of Jesus Christ and the Apostles, fundamentally concerning the coming of the promised Messiah in the person of Jesus Christ, of salvation through the Atonement, and the Kingdom of God. To wit, for the exaltation of God (the Father), Jesus Christ (the Son of God), and the Holy Spirit; development of consecrated, holy, and righteous character; support of religious education; and, improvement of social welfare.

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The Corporation shall render religious services in manner that is beneficial to the spiritual well being of the public.

Moreover, the Corporation is organized to advance the Great Commission as mandated by Jesus Christ in Matthew 28:19-20 (King James Version of the Holy Bible):

"Go ye therefore, and teach all nations, baptizing them in the name of the Father, and of the Son, and of the Holy Ghost:

Teaching them to observe all things whatsoever I have commanded you: and, lo, I am with you alway, even unto the end of the world. Amen."

ARTICLE IV – STATEMENT OF FAITH

For the more certain preservation and security of the principles of our Christian Faith, and to the end that this Corporation may be governed in a manner, consistent with the Holy Scriptures and the accepted religious tenets of the Missionary Baptist denomination, and for the purpose of preserving the liberties inherent in each individual member of this Corporation and the freedom of action of this religious body with respect to its relation to other churches and ecumenical organizations, the Corporation accepts the Christian Truth as contained in essential accord with the indicated Articles of Faith.

To wit, the Corporation shall provide religious charitable services to advocate the following enumerated religious beliefs, and to conduct the designated holy ordinances:

ARTICLES OF FAITH

That the truth set forth in God's Word be established and manifested in the hearts and minds of his people, that they may go forth declaring these principles that are fundamental to the Gospel of Jesus Christ.

1. The Holy Scriptures

The Holy Bible is The Word of the Living God, true, immutable, steadfast, and unchangeable. The Scriptures of the Old and New Testaments of the Holy Bible were given by inspiration of God, and are the only sufficient, certain and authoritative rule of all saving knowledge, faith and obedience.

2. God

There is but one true and Living God, the Maker, Preserver, and Ruler of all things, having in Himself all perfections, and being infinite in them all; and, to Him all creatures owe the highest love, reverence, and obedience.

3. The Trinity

God is revealed to us as Father, Son, and Holy Spirit, each with distinct personal attributes, but without division of nature, essence, or being.

4. Providence

God from eternity decrees or permits all things that come to pass, and perpetually upholds, directs and governs all creatures and all events; yet so as not in any wise to be the author or approver of sin nor to destroy the free will and responsibility of intelligent creatures.

5. Election

Election is God's eternal choice of some persons unto everlasting life-not because of foreseen merit in them, but of His mere mercy in Jesus Christ- in consequence of which choice they are called, justified, and glorified.

6. The Fall of Man

God originally created man in His own image, and free from sin; but, through the temptation of Satan, he transgressed the command of God, and fell from his original holiness and righteousness; whereby his posterity inherit nature corrupt and wholly opposed to God and His law, and under condemnation, and as soon as they are capable of moral action, become actual transgressors.

7. Jesus Christ - The Mediator

Jesus Christ, the only begotten Son of God, is the divinely appointed mediator between God and man. Having taken upon Himself human nature, yet without sin, He perfectly fulfilled the law, suffered and died upon the cross for the salvation of sinners. He was buried, and rose again the Third Day, and ascended to His Father, at whose right hand He ever liveth to make intercession for His people. He is the only Mediator, the Prophet, Priest and King of the Church, and Sovereign of the Universe.

8. Regeneration

Regeneration is a change of heart, wrought by the Holy Spirit, who quickeneth the dead in trespasses and sins, enlightening their minds spiritually and savingly to understand the Word of God, and renewing their whole nature, so that they love and practice holiness. It is a work of God's free and special grace alone.

9. Repentance

Repentance is an evangelical grace, wherein a person being, by the Holy Spirit, made sensible of the manifold evil of his sin, humbleth himself for it, with godly sorrow, detestation of it, and self-abhorrence, with a purpose and endeavor to walk with God so as to please Him in all things.

10. Faith

Saving Faith is the belief, on God's Authority, of whatsoever is revealed in His Word concerning Jesus Christ; accepting and resting upon Him alone for justification, sanctification, and eternal life. It is wrought in the heart by the Holy Spirit, and is accompanied by all other saving graces, and leads to a life of holiness.

11. Justification

Justification is God's gracious and full acquittal of sinners, who believe in Christ, from all sin, through the satisfaction that Jesus Christ has made; not for anything wrought in them or done by them; but on account of the obedience and satisfaction of Jesus Christ, they receiving and resting on Him and His righteousness by faith.

12. Sanctification

God's Word and Spirit dwelling in them also sanctify those who have been regenerated. This sanctification is progressive through the supply of Divine Strength, which all saints seek to obtain, pressing after a heavenly life in cordial obedience to all Christ's commands.

13. Perseverance of the Saints

Those whom God hath accepted in the Beloved, and sanctified by His Spirit, will never totally nor finally fall away from the state of grace, but shall certainly persevere to the end; and though they may fall, through neglect and temptation, into sin, whereby they grieve the Spirit, impair their graces and comforts, bring reproach on the Church, and temporal judgments on themselves, yet they shall be renewed again unto repentance, and be kept by the power of God through faith unto salvation.

14. The Church

The Church is "one Body and one Spirit" (Ephesians 4:4). Jesus Christ is the Head of the Church, which is composed of all his true disciples, and in Him is, invested supremely all power for its government. According to his commandment, Christians are to associate themselves into particular societies or churches; and to each of these ecumenical bodies he hath given needful authority for administering that order, discipline and worship which he hath appointed. The regular offices of a Church are Bishops, Pastors, Elders, Ministers, and Deacon, and "He gave some Apostles; and some, Prophets; and some, Evangelists; and some, Pastors and Teachers for the perfecting of the saints, for the work of the ministry, for the edifying of the Body of Christ." (Ephesians 4:11, 12).

Each person that has accepted Christ and born of the Spirit is an important part of the Church of God. The Church is established to evangelize the world, worship God, and edify His Body. The Church's mission is a divine command of the Lord Jesus Christ, to take the Gospel to the world, and to make disciples of all nations.

15. Baptism

Baptism is an ordinance of the Lord Jesus, obligatory upon every believer, wherein he is immersed in water in the name of the Father, and of the Son and of the Holy Spirit, as a sign of his fellowship with the Death and Resurrection Jesus Christ, of remission of sins, and of His giving Himself up to God, to live and walk in newness of life. It is prerequisite to church fellowship, and to participation in the Lord's Supper.

16. Lord's Supper

The Lord's Supper is an ordinance of Jesus Christ, to be administered with the elements of bread and wine, and to be observed by His churches till the end of the world. It is in no sense a sacrifice, but is designated to commemorate His death, to confirm the faith and other graces of Christians, and to be a bond, pledge and renewal of their communion with Him, and of their church fellowship.

17. The Lord's Day

The Lord's Day is a Christian institution for regular observance, and should be employed in exercises of worship and spiritual devotion and resting, both public and private.

18. Liberty of Conscience

God alone is Lord of the conscience; and He hath left it free from the doctrines and commandments of men, which are in anything contrary to His Word, or not contained in it. Civil magistrates being ordained of God, subjection in all lawful things commanded by them ought to be yielded by us in the Lord, not only for wrath, but also for conscience sake.

19. The Resurrection

The bodies of men after death return to dust, but their spirits return immediately to God- the righteous to rest with Him; the wicked, to be reserved under darkness to the judgment. At the last day, the bodies of all the dead, both just and unjust, will be raised.

20. The Judgment

God hat appointed a day, wherein he will judge the world by Jesus Christ, when every one shall receive according to his deeds: the wicked shall go away into everlasting punishment; the righteous, into everlasting life.

ARTICLE V – INCORPORATORS

The names and addresses of the persons, who are the Incorporators of Dr. Zachery Hudson Ministries, Inc., are as follows:

<u>Name</u>	<u>Address</u>
Freddie Hudson, <i>Incorporator</i>	15210 Amberly Drive, # 2026 Tampa, Florida 33647
Zachery Hudson, <i>Incorporator</i>	1924 East Comanche Avenue Tampa, Florida 33610
Sharon Moore, <i>Incorporator</i>	3411 North 49 Street Tampa, Florida 33605
K.C. Williams, Jr., <i>Incorporator</i>	6407 North 34 Street Tampa, Florida 33610

ARTICLE VI – OFFICERS AND BOARD OF DIRECTORS

The names and addresses of the persons, who comprise the *initial* officers and Board of Directors of Dr. Zachery Hudson Ministries, Inc. are as follows:

<u>Name and Title</u>	<u>Address</u>
Zachery Hudson, <i>President</i>	1924 East Comanche Avenue Tampa, Florida 33610
K.C. Williams, Jr., <i>Vice-president</i>	6407 North 34 Street Tampa, Florida 33610
Sharon Moore, <i>Secretary- Treasurer</i>	3411 North 49 Street Tampa, Florida 33605
Freddie Hudson, <i>Director</i>	15210 Amberly Drive, # 2026 Tampa, Florida 33647

Method of election of directors is as stated in the bylaws.

ARTICLE VII – PRESIDENT

The Founding President of Dr. Zachery Hudson Ministries, Inc. shall be the following named person whose address shall be the same as the *initial* principal office of the Corporation as set forth in the Article Second hereof: *Zachery Hudson*.

The President shall exercise a general superintendence and direction over the affairs of Dr. Zachery Hudson Ministries, Inc. as to the manner of operation for discharging transactions, formal religious liturgical procedures, and ecclesiastical duties.

The criterion of qualifications for the office President and the manner of investiture shall be as set forth in and regulated by the ecclesiastical authority of the Holy Bible, and the By Laws of the Corporation.

ARTICLE VIII – EXTRAORDINARY EMERGENCY POWERS

The President is hereby authorized and empowered to take such measures and to do all and every act and thing which he may deem necessary in order to prevent covert and overt acts of insurgence and rebellion, to the members of the corporation, and to maintain peace, tranquility, and good order in the corporation, and in any component part thereof, and in any area of the organization designated by the officers of the Corporation.

The President is hereby further authorized and empowered, to cope with said covert and overt acts of insurgence and rebellion, to order and direct any ministers, officers, trustees, directors, members, and persons, or group of persons to do any act which would prevent a breach of the peace and tranquility, or the President may order such ministers, officers, trustees, directors, members, and persons, or group of persons to refrain from doing any act or thing which would encourage, increase, or prolong intense antagonism and excessive hostility, threatened or actual, during any organizational crisis.

In all such cases, the President is authorized and empowered to take and exercise any appropriate actions, powers, and prerogatives to avert any internal organizational activity that would in the Corporation's opinion, endanger the existence of the Corporation, or tend to cause, a breach of the peace, or endanger the peace and good order of the Corporation, and shall have full power by appropriate means to enforce such authorized actions.

ARTICLE IX - PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the furtherance of the purposes set forth in Article Third hereof.

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Moreover, 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, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE X - CAPITAL STOCK

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE XI - QUALIFICATIONS OF MEMBERSHIP

The membership of this evangelistic corporation shall consist of such persons as confess Jesus Christ to be their Savior and Lord and who have entered into sacred covenant with the Body of Christ. The criterion of membership qualifications for Christian fellowship and the manner of admission shall be as set forth in and regulated by the ecclesiastical authority of the Holy Bible, and the By Laws of the Corporation. More specifically, the religious tenet and doctrine embodied in Romans 10:8-10 (King James Version of the Holy Bible):

"But what saith it? The word is nigh thee, even in thy mouth, and in thy heart: that is the word of faith, which we preach;

That if thou shalt confess with thy mouth the Lord Jesus, and shalt believe in thine heart that God hath raised him from the dead, thou shalt be saved.

For with the heart man believeth unto righteousness; and with the mouth confession is made unto salvation."

ARTICLE XII - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE XIII - LIABILITIES FOR DEBTS

Neither the ministers, officers, directors, nor members of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XIV - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved to a Members' meeting by a majority of the Members, unless all the Directors and all Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XV - INDEMNIFICATION

The Corporation shall indemnify a director of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding.

The Corporation may indemnify an individual made a party to a proceeding because the individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the

Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent as the case may be, is permissible in the circumstances because the director, officer, employee, or agent has met the standard of conduct set forth by the Board of Directors.

The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation.

The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee, or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding.

The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law.

All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee, or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner.

If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be severable and provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director," "officer," "employee," and "agent" shall include the heirs, estates, executors, administrators, and personal representatives of such persons.

ARTICLE XVI – SETTLEMENT OF DISPUTES

The Corporation agrees that it will settle internal disputes in accordance with scriptural criterion, church policy, and divine directives, as set forth in and regulated by the ecclesiastical authority of the Holy Bible, and the By Laws of the evangelistic corporation.

ARTICLE XVII - COVENANT NOT TO SUE

The Corporation agrees that it will never institute any action or suit at law or in equity against any president, director or officer of the Corporation, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of any damage loss or injury either to person or property, or both, whether developed or undeveloped, resulting or to result, known or unknown, past present, or future, arising out of a president, director or officer of the Corporation's service to the Corporation.

ARTICLE XVIII - DEDICATION AND DISTRIBUTION OF ASSETS

Assets of the Corporation are permanently dedicated to the furtherance of the specified exempt purposes set forth in Article Third hereof, within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

ARTICLE XIX - DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose.

However, if a named recipient is not then in existence or no longer a qualified distributee or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code. Reliance may be placed upon Florida State law to establish permanent dedication of assets for exempt 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.

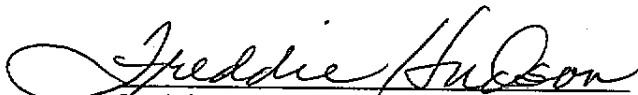
ARTICLE XX - TERM OF EXISTENCE

The Corporation shall have perpetual existence. The Corporate existence commences on the date these Articles of Incorporation are approved by the Secretary of State, State of Florida.


ARTICLE XXI - EFFECTIVE DATE

These Articles of Incorporation of Dr. Zachery Hudson Ministries, Inc. shall be effective immediately upon approval of the Secretary of State, State of Florida.

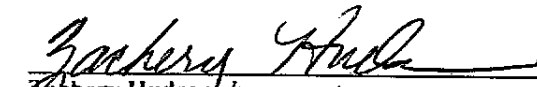
IN WITNESS WHEREOF, we have hereunto set our hand and seal acknowledged and filed the foregoing Articles I through XXI which comprise the Articles of Incorporation for **DR. ZACHERY HUDSON MINISTRIES, INC.**, a nonprofit charitable organization, more specifically a religious evangelistic corporation, under the laws of the State of Florida this 22 day of May, 2001



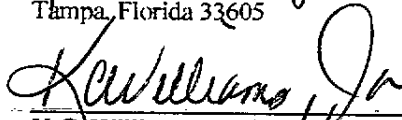
Freddie Hudson, Incorporator
15210 Amberly Drive, # 2026
Tampa, Florida 33647



Sharon Moore, Incorporator
3411 North 49 Street
Tampa, Florida 33605



Zachery Hudson, Incorporator
19241 East Comanche Avenue
Tampa, Florida 33610

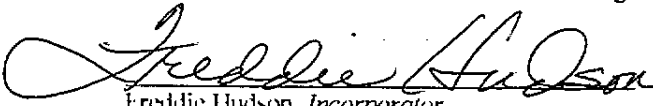


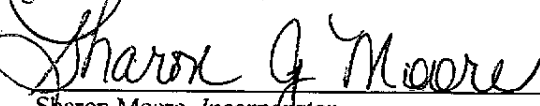
K.C. Williams, Jr., Incorporator
6407 North 34 Street
Tampa, Florida 33610


REGISTERED AGENT ATTESTATION


Pursuant to the provisions of Section 617.0501 Florida Statutes, DR. ZACHERY HUDSON MINISTRIES, INC., a not for profit corporation, organized under the laws of the State of Florida submits the following statements in designating the Registered Office/Registered Agent in the State of Florida:

1. The street address of the initial principal office of this Corporation is *1924 East Comanche Avenue, Tampa, Florida 33610.*
2. The mailing address of this Corporation is *1924 East Comanche Avenue, Tampa, Florida 33610.*
3. The name of the Registered Agent is *Freddie Hudson.*


Freddie Hudson, *Incorporator*
15210 Amberly Drive, # 2026
Tampa, Florida 33647

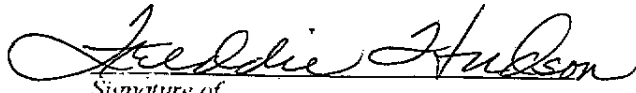

Sharon Moore, *Incorporator*
3411 North 49 Street
Tampa, Florida 33605

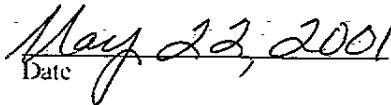

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K.C. Williams, Jr., *Incorporator*
6407 North 34 Street
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as initial 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 of
Freddie Hudson,
Registered Agent
15210 Amberly Drive, # 2026
Tampa, Florida 33647


Date