

NO1000005194

TIMOTHY B. PERENICH, P.A.

A PROFESSIONAL ASSOCIATION

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PALM HARBOR, FLORIDA 34683

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July 18, 2001

Via First Class Mail

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

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-07/20/01--01104--001
*****70.00 *****70.00

Re: Incorporation:

GRACEPOINTE FELLOWSHIP, INC.

Dear Secretary of State:

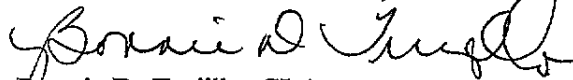
I have enclosed an original and one copy of Articles of Incorporation for the above captioned corporation. I have also enclosed a check in the amount of \$70.00 representing the filing fee.

Please file the original Articles of Incorporation and date stamp and return the copy in the enclosed self addressed postage prepaid envelope.

Thank you for your help in this matter.

Sincerely,

TIMOTHY B. PERENICH, P.A.



Bonnie D. Trujillo, CLAA

Paralegal to Timothy B. Perenich, Esquire

BDT/tm
enclosures

T. Burch JUL 24 2001

ARTICLES OF INCORPORATION
OF
GRACEPOINTE FELLOWSHIP, INC.
A Florida Not-For-Profit Corporation

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a not for profit corporation (the "**Corporation**") under the Florida Not For Profit Corporation Act (the "**Act**"), as follows:

ARTICLE I
Name

The name of the Corporation is:

GRACEPOINTE FELLOWSHIP, INC.

ARTICLE II
Principal Office

The principal office of the Corporation is 2160 Morningside Drive, Safety Harbor, Florida 34695.

ARTICLE III
Term of Existence

Corporate existence shall commence upon the date of filing of these Articles of Incorporation, in accordance with the provisions of Section 617.0203 of the Act, and the Corporation shall have perpetual existence thereafter.

ARTICLE IV
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 2160 Morningside Drive, Safety Harbor, Pinellas County, Florida 34695, and the name of its initial registered agent at such address is Byron B. Holmes.

ARTICLE V
Purposes for Which the Corporation Is Organized

The purposes for which the Corporation is formed shall be to operate exclusively for religious, charitable, and educational purposes as will qualify it as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 2001, or corresponding provisions of any subsequent federal tax laws, including for such purposes, the making of distributions to organizations qualifying as tax exempt organizations under that Code. In addition, the Corporation is organized for the following purposes:

TO RENDER CHRISTIAN GUIDANCE, ASSISTANCE AND EDUCATION BY
ADMINISTERING THE GOSPEL OF JESUS CHRIST TO ALL PEOPLE. TO
PARTICIPATE IN AND AID ORGANIZATIONS INVOLVED IN CHRISTIAN
OUTREACH AND EVANGELISM.

ARTICLE VI
Powers and Prohibited Transactions

In addition to the powers authorized by law, the Corporation shall have the power to lease, acquire, either by deed, gift or purchase, any real or personal property and to mortgage, sell, or otherwise encumber any such real or personal property when such action is deemed to be in the best interest of the Corporation as defined in its stated purposes as a Christian organization. Notwithstanding the foregoing, the Corporation is prohibited from engaging in any activities prohibited by section 501(c)(3) of the Internal Revenue Code of 2001, as amended.

ARTICLE VII
Dedication of Assets

The property of Corporation is irrevocably dedicated to religious, charitable, and educational purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof.

ARTICLE VIII
Distribution of Assets

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a non-profit fund, foundation or corporation organized and operated exclusively for religious, charitable, or education purposes which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 2001, or corresponding provisions of any subsequent

federal tax laws.

ARTICLE IX
Initial Board of Directors

There shall be three (3) directors constituting the Initial Board of Directors. The name and address of each person who is to serve as an initial director shall be as follows:

<u>Name</u>	<u>Address</u>
Byron B. Holmes	2160 Morningside Drive Safety Harbor, FL 34695
William S. Strayer	8120 Moonlight Lane New Port Richey, FL 34654
Peter Klein	10608 Hatteras Drive Tampa, FL 33615

ARTICLE X
Board of Directors

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than three (3) and may be such number greater than three (3) as may, from time to time, be voted upon by the board of directors. The "Pastor" of the corporation shall be a perpetual member of the board of directors.

The Board of Directors named herein shall hold office until the first annual meeting of the Board of Directors to be held as prescribed in the Bylaws but in no event later than twelve (12) months from the date of incorporation, at which time an election of directors shall be held. If a vacancy occurs on the Board, nomination and election shall fill such vacancy by the remaining members of the Board. If the number of directors is increased above three (3) as authorized by these Articles of Incorporation and the Bylaws, the newly created director positions shall be filled by nomination and election by the remaining members of the Board of Directors.

Directors elected at the first annual meeting and at all times thereafter shall serve for a term of not less than one (1) year and until the qualification of their successors in office. The Bylaws of the Corporation may provide for staggered terms of office of the Directors.

ARTICLE XI
Officers

The "Pastor" shall serve as President of the Corporation. The Board of Directors shall elect a Vice President, Treasurer and Secretary and may elect such other officers, including additional Vice President(s), as the Bylaws of the Corporation may authorize from time to time. Such officers initially shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as officers of the Corporation:

<u>Name</u>	<u>Address</u>
Byron B. Holmes President	2160 Morningside Drive Safety Harbor, FL 34695
William S. Strayer Vice President	8120 Moonlight Lane New Port Richey, FL 34654
Peter Klein Secretary	10608 Hatteras Drive Tampa, FL 33615
Peter Klein Treasurer	10608 Hatteras Drive Tampa, FL 33615

ARTICLE XII
Membership

Any person making application for membership as provided for in the Bylaws who agrees to be bound by these Articles of Incorporation, by the Bylaws, and by such rules and regulations as the Board of Directors may adopt from time to time, is eligible for membership in the Corporation. The Board of Directors, from time to time, shall present the form and manner in which application may be made for membership. The rights and privileges of the members of the Corporation shall be as provided in the Bylaws of the Corporation.

ARTICLE XIII
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Byron B. Holmes	2160 Morningside Drive Safety Harbor, FL 34695

ARTICLE XIV

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Corporation's Board of Directors.

ARTICLE XV

Indemnification

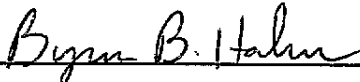
The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XVI

Amendment

These Articles of Incorporation of the Corporation may be amended by the Board of Directors by resolution proposed and considered at any regular meeting of the Board of Directors but which may not be adopted until the next succeeding regular meeting of the Board of Directors and then only by unanimous vote. The Bylaws of the Corporation Shall be made, altered, amended or rescinded by a majority vote of the Board of Directors at a meeting of the Board of Directors called for such purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on July 2, 2001.




Byron B. Holmes
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in such capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Dated: July 2, 2001


Byron B. Holmes