

NO1000005195'

HODGES FINANCIAL SERVICES
585 SOUTH CR 427, SUITE 121
LONGWOOD, FL 32750-5462
407-830-6773
FAX 407-830-5805

July 12, 2001

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

100004484631--6
-07/18/01--01067--003
*****78.75 *****78.75

Dear Sir:

Enclosed please find Articles of Incorporation for ABOVE ALL INTERNATIONAL MINISTRIES, INC. along with an extra copy, which we would like, returned to us at:

HODGES FINANCIAL SERVICES
585 South CR 427, Suite 121
Longwood, FL 32750-5462

We have enclosed a check in the amount of \$78.75 to cover the filing fee, certified copy, and Registered Agent designation.

Thank you for your prompt attention in this matter.

Sincerely Yours,


George Hedges

SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

01 JUL 19 AM 2:01

D. WHITE JUL 20 2001

ARTICLES OF INCORPORATION
OF
ABOVE ALL INTERNATIONAL MINISTRIES, INC.

FILED
01 JUL 19 AM 12:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be:

ABOVE ALL INTERNATIONAL MINISTRIES, INC.

ARTICLE II

Principal place of business and mailing address

The principal place of business and the mailing address of this corporation shall be:

3424 Dragoon Place
Orlando, FL 32818

The Board of Directors may from time to time move the principal office to any other address in Florida, and so notify the Secretary of State.

ARTICLE III

Purpose(s)

The purpose(s) for which the corporation is organized is (are):

ABOVE ALL INTERNATIONAL MINISTRIES, INC. 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(s) of any future federal tax code.

It is the purpose of this corporation to minister to all persons regardless of race, creed or color where ever possible and specifically in all areas of gospel outreach; to provide assistance in as many areas as possible, with social and welfare needs of the local community or internationally.

The specific purposes of ABOVE ALL INTERNATIONAL MINISTRIES, INC. are:

1. To proclaim the Gospel of Jesus Christ to all people, in accordance with the Great Commission, and biblical doctrine, to awake, to care for and to promote Christian life according to the scriptures.
2. To act with charitable concern for not only Christians, but also all mankind in need, regardless of race, social position, or religious affiliation.
3. To provide biblical discipleship to believers on the domestic and foreign mission field.
4. To, by example, through biblical counseling, teaching and preaching, influence families to be healthy basic social units portrayed in the Word of God.
5. To sell and distribute Christian literature and music.
6. To preach and teach the Gospel in churches, on television, radio and through crusades around the world. To ordain ministers and elders, baptize, pray for the sick, to marry, to dedicate children, to practice communion, and to conduct funerals.

The preaching of the gospel will be accomplished through pastors, elders, ordained ministers, evangelists, teachers, prophets, and apostles.

This purpose will be accomplished through the regular assembling of believers, through public and private study groups, seminars, workshops as well as the printing, reproducing and publication of recordings, books, and other materials.

7. To work with various ministries both domestic and abroad.

Offerings will be received to fund, grant aid, and to pay reasonable compensation for carrying out these purposes; However, in no event will any monies or property received by the Ministry be used for private profit or inure to the benefit of any member of the Board of Directors or anyone in a position of authority.

ARTICLE IV

Manner of election of directors

The affairs of ABOVE ALL INTERNATIONAL MINISTRIES, INC., both spiritual and secular, shall be conducted by the Board of Directors, which shall consist, initially, of three (3). The number of Directors may be varied from time to time as provided in the By-Laws; however, in no case may the number be less than three (3)

as provided for in the Florida Statutes. Directors shall be appointed according to the provisions set forth in the By-Laws.

The Directors themselves must possess the qualifications of leaders as set forth in the relevant teachings of the New Testament and they shall have the duties as set forth therein. Directors, once in office, shall serve so long as they remain members of the organization/ministry unless sooner removed as set forth herein.

The Directors shall appoint such other persons as may be necessary to properly minister and carryout the purposes for which the ministry is organized. Persons so appointed shall be subject to the provision of Section 741.07, Florida Statutes, and to any rules or By-Laws which may be adopted by the Directors of the organization/ministry. Once appointed they shall serve so long as they remain members of the organization/ministry, unless sooner removed as set forth herein.

The Board of Directors will make an effort to act with unanimity. However, all actions of the Board shall be with the concurrence of at least 2/3rd's of the Directors, unless otherwise stated.

If any decisions which cannot be successfully resolved at a meeting of the Board of Directors, the matter will be considered and a final decision made by the President of the organization/ministry.

The name and mailing address of the initial Directors are:

Ross L. Laudner
3424 Dragoon Place
Orlando, FL 32818

Michael E. Sullivan
11329 Sooner Drive
Clermont, FL 34711

Roberta D. Davis
3430 Dragoon Place
Orlando, FL 32818

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows: NONE

Additional powers of the corporation:

1. To provide a home base for missionaries desiring to serve in a foreign country;
2. To qualify for grants available for nonprofit projects;
3. To only engage in activities that further its religious, scientific, benevolent, charitable, literary and educational purposes. It shall engage only in such activities as are permitted to be carried on by corporations whose income is exempt from taxation pursuant to Section 501(c) (3), and whose contributions are deductible pursuant to Section 170(c) (2), of the Internal Revenue Code or future revisions.
4. To ordain ministers and elders for ministering to and for the body of Christ, the church.

No 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

No part of the Ministry's net earnings or assets may inure to the benefit of any Director, officer or member, except as reasonable compensation for services actually rendered.

ARTICLE VI

Dissolution

If it is necessary or desirable to dissolve the corporation, the provisions of s.617.1402, s.617.1403, and s.617.1406 shall govern. The corporation may be dissolved by a unanimous vote of the full Board of Directors. In the event of such dissolution, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to such organization(s) organized and operated exclusively for charitable, religious, educational, or scientific purposes as shall at the time qualify as a exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision(s) of any future United States Internal Revenue Code or Law. The Board of Directors shall determine to whom distribution will be made, but in any case no distribution may be made to any organization not qualified under Section 501(c)(3).

ARTICLE VII

Registered agent and street address

The name and the street address of the initial registered agent is:

GEORGE HODGES
585 South CR-427, Suite 121
Longwood, FL 32750-5462

ARTICLE VIII

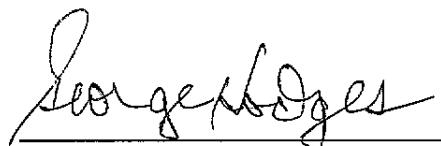
Incorporators

The name and the street address of the incorporator for these articles of incorporation is:

GEORGE HODGES
585 South CR-427, Suite 121
Longwood, FL 32750-5462

The undersigned incorporator has executed these Articles of Incorporation this 11th day of July, 2001.

Signature of Incorporator:



GEORGE HODGES

FILED

01 JUL 19 AM 12:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the corporation is:

ABOVE ALL INTERNATIONAL MINISTRIES, INC.

2. The name and address of the registered agent and office is:

GEORGE HODGES
585 South CR-427, Suite 121
Longwood, FL 32750-5462

Having been named as 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.

George Hodges
GEORGE HODGES

7-16-01
(DATE)