

S. DAVID COX, Esquire

Law Offices of
S. DAVID COX, Chartered

1831 NW 13th Street, Suite 6
Post Office Box 2958
Gainesville, FL 32602
(352) 375-1202
Fax (352) 375-0887

INTERNATIONAL CONSULTANT:

ASIA/PACIFIC RIM
FRANK CHIANG, LL.B., LL.M.*
(*INTERNATIONAL LAW, HARVARD)
SHANGHAI, P.R.C.

August 1, 2001

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

RE: "North Central Festival 2002 With Franklin Graham, Inc."

Dear Sir or Madame:

000004514260--1
-08/03/01--01067--013
*****78.75 *****78.75

Enclosed herewith please find original of the Articles of Incorporation relative to the above "North Central Festival 2002 With Franklin Graham, Inc., The original of which we respectfully request be filed with the Secretary of State's Office with a certified copy of the filed articles being made available to the undersigned for our corporate records.S

Also enclosed is a check in the amount of \$78.75, representing the filing fees on this matter.

Thank you in advance for your cooperation in this matter.

With kindest regards, I remain
Very cordially yours,


S. David Cox

SDC/lg
Enclosure

FILED
01 AUG 10 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


F. CHESSE

AUG 1 4 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 7, 2001

S DAVID COX ESQUIRE
P O BOX 2958
GAINESVILLE, FL 32602

SUBJECT: NORTH CENTRAL FESTIVAL 2002 WITH FRANKLIN GRAHAM
INC.
Ref. Number: W01000018251

We have received your document for NORTH CENTRAL FESTIVAL 2002 WITH FRANKLIN GRAHAM INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.")

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) 245-6904.

Freida Chesser
Corporate Specialist
New Filings Section

Letter Number: 601A00045397

ARTICLES OF INCORPORATION
OF
NORTH CENTRAL FESTIVAL 2002 WITH
FRANKLIN GRAHAM, INC.

We, the undersigned, being natural persons of full legal age, for the purposes of forming nonprofit corporation under Chapter 617 of Florida Statutes, as amended, do hereby associate ourselves as a body corporate, and adopt the following Articles of Incorporation.

FILED
01 AUG 10 PM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME

The name of the Corporation is NORTH CENTRAL FESTIVAL 2002 WITH FRANKLIN GRAHAM, INC.

ARTICLE 2 - PURPOSE

The purpose or purposes for which the Corporation is organized are: To work toward the enrichment and improvement of the Christian life of the citizens of Gainesville, Florida. To this end, the Corporation shall have as its objectives:

- (a) The invitation and promotion for the Greater Gainesville Area of Franklin Graham and a Team from the Billy Graham Evangelistic Association, April 12 through April 14, 2002, for a united evangelistic Festival.
- (b) To conduct religious services during the period stated in (a) above, which will be open to the public without admission charge, services to be held at 7:30 p.m. each night.
- (c) To solicit funds from individuals, businesses and corporations, and to receive offerings from people attending the services during the Festival to meet the anticipated expenses necessary to care for the financial needs of this Festival.
- (d) To receive and disburse the funds collected for the expenses incurred for items such as publicity, auditorium and stadium rentals, Festival materials, secretarial salaries, office rental, stationery, postage, telephone expenses, evangelistic team salaries, living expenses, and transportation essential to the success of the Festival.

- (e) To have complete audit of Festival receipts and disbursements made by public accountants at the conclusion of the Festival and become a part of the public records of the Festival.
- (f) To contribute to Billy Graham Evangelistic Association the offerings received on two separate days of the Festival and to donate to said Association any remaining balance of funds after all expenses are paid. To engage in no other activity than the promotion, conduct and completion of the evangelistic Festival of April 12 through April 14, 2002, and to see to it that persons serving on various committees of the Festival do so on a free and voluntary basis without financial compensation for his or her efforts in the promotion or conduct of the Festival, and to operate the Festival solely and exclusively on a benevolent basis.
- (g) The Festival seeks to reach our community with the message that Jesus Christ came to seek and to save the lost and to give an opportunity for personal commitment to Him as Savior and Lord of their lives.

ARTICLE 3 - AUTHORITY

In addition to, and not by way of limitation of, any authority possessed by it or conferred upon it by law, the corporation shall have authority:

To pursue its purposes and conduct and carry on any and all lawful business or activities therewith or incidental thereto, or any part thereof, in the State of Florida, or in any other state, territory or possession of the United States; and

To carry on and conduct all other activities consistent with the purposes set forth above as may be necessary or advisable, suitable, convenient, useful or expedient in connection with, or incidental to, the accomplishment of any such purposes, to the full extent permitted by the laws of the State of Florida.

No part of the net earnings of the corporation shall be used for the benefit of, or be distributable to, its members, 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 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 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 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or (b) by a corporation, contributions which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The corporation shall be organized and operated exclusively for religious purposes within the meaning of Sections 501 (a) and 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE 4 - NONPROFIT CORPORATION

The corporation shall not afford pecuniary gain or profit, incidentally or otherwise, to its members.

ARTICLE 5 - DURATION

The period of its duration is for one (1) year only.

ARTICLE 6 - REGISTRATION

Location of the registered office of the corporation is 707 NW 13th Street, Gainesville, Florida 32601.

ARTICLE 7 - INCORPORATORS

The name and post office address of each of the incorporators is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
ROBERT C. EDMUNDS	5417 NW 67th St, Gainesville, Florida 32653
GERALDINE W. MCCLELLAN	509 NE 1st St., Gainesville, Florida 32601
CLYDE T. PFEIFFER	707 NW 13th St., Gainesville, Florida 32605

ARTICLE 8 - DIRECTORS

The management of the corporation shall be vested in a Board of Directors. The number, term of office and qualifications of the directors shall be fixed by the bylaws of the corporation and may be altered by amending the bylaws. The number of directors shall never be less than required by law.

The first Board of Directors shall consist of the following three (3) directors, who shall each hold office for the term of one (1) year or until his successor has been selected and qualified:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
ROBERT C. EDMUND 5	5417 NW 67th St, Gainesville, Florida 32653
GERALDINE W. MCCLELLAN	509 NE 1st St., Gainesville, Florida 32601
CLYDE T. PEEIFFER	707 NW 13th St., Gainesville, Florida 32605

The terms of office of the directors, other than the members of the first Board of Directors, shall be fixed by the bylaws of the corporation, and may be altered by amending the bylaws.

Any action to be taken at a meeting of the Board of Directors may be taken without a meeting, including voting by mail or other reasonable means, provided that any vote so taken will require the signature of a two-thirds majority of the total number of Directors for passage.

ARTICLE 9 - MEMBERSHIP

The condition and terms of and the qualifications for membership in the corporation shall be provided for in the bylaws.

ARTICLE 10 - PERSONAL LIABILITY

Members of the corporation shall have no personal liability for corporate obligations.

ARTICLE 11 - CAPITAL STOCK

This corporation shall have no capital stock.

ARTICLE 12 - DISTRIBUTIONS ON LIQUIDATION OR DISSOLUTION

In the event of the dissolution of this corporation at any time or for any reason, all of the funds, properties, and assets of this Corporation shall be contributed to BILLY GRAHAM EVANGELISTIC ASSOCIATION, whose principal office is at 1300 Harmon Place, Minneapolis, Minnesota 55403, if at that time such organization is wholly of a public and nonprofit nature, is organized and operated exclusively for religious, charitable, scientific, or educational purposes, and qualified as an exempt organization under Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). If the foregoing association is not eligible to receive the funds under the restrictions provided in the preceding sentence, all of the assets of the corporation shall instead be given or contributed to any one or more other corporations, associations, entities or institutions which are wholly of a public and nonprofit nature, which are organized and operated exclusively for religious, charitable, scientific, or educational purposes, and which shall at that time qualify as an exempt organization or organizations under Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), and such contributions shall be made to such Corporation, association, entity, and/or institution as may be determined by a majority of the board of Directors. No contributor, nor any corporation controlled by a contributor shall ever derive or receive any financial or pecuniary gain or profit from this Corporation on dissolution, liquidation, winding up, or otherwise.

ARTICLE 13 - AMENDMENT OF ARTICLES

These articles may be amended in any manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, we have hereunto set our hands this 23rd day of July, 2001.


ROBERT C. EDMUNDS

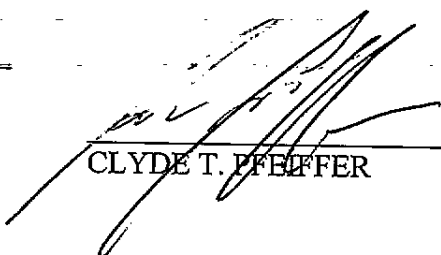
In presence of:

Margaret L. Lee


GERALDINE W. MCCLELLAN

In presence of:

Margaret L. Lee


CLYDE T. PFEIFFER

In presence of:

Laraine Helwig

STATE OF FLORIDA)

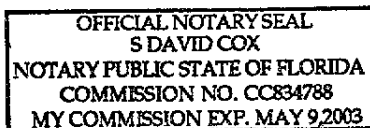
SS:

COUNTY OF ALACHUA)

On this 23rd day of July, 2001, before me, a Notary Public within and for said County, personally appeared ROBERT C. EDMUND, GERALDINE W. MCCLELLAN, and CLYDE T. PFEIFFER, to me known to be the persons named in and who executed the foregoing Articles of Incorporation, and they each acknowledge that they executed the same as their free act and deed for the use and purposes therein expressed.

(Seal)


Notary Public



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, 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:

North Central Festival 2002 With Franklin Graham, Inc.

2. The name and address of the registered agent and office is: ^{Principal}

Clyde T. Pfeiffer

(Name)

707 NW 13th Street

(P.O. Box NOT acceptable)

Gainesville, FL 32605

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 AUG 10 AM 8:16

FILED

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.


Signature

8-10-01
Date