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The Stanley Wines Law Firm P.A.

60 SECOND STREET S. E. ♦ P.O. BOX 860 ♦ WINTER HAVEN, FL 33882-0860
TELEPHONE (863) 299-1263 ♦ FAX: (863) 294-4397

BARRY W. BENNETT
LARRY S. HELMS
MICHAEL B. MURPHY
CRAIG M. SPANJERS
J. MASON WINES
FRANK STANLEY
Retired

September 27, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-10/01/01--01031--021
*****78.75 *****78.75

RE: **Burning Hearts Ministries International, Inc.**
Our File No. CB-17009

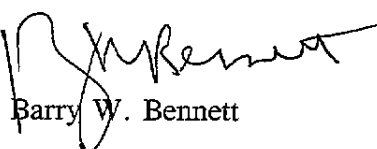
Gentlemen:

Enclosed for filing please find Articles of Incorporation for **Burning Hearts Ministries International, Inc.** together with our check in the amount of \$78.75 for filing fee and a certified copy to be returned to me.

Thank you for your assistance.

Very truly yours,

The Stanley Wines Law Firm, P.A.


Barry W. Bennett

BWB:jad

enclosures

FILED
01 OCT -1 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-4-01
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FILED
01 OCT -1 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

BURNING HEARTS MINISTRIES INTERNATIONAL, INC.

The undersigned incorporators hereby certify to the following in order to form a corporation not-for-profit under Chapter 617, Florida Statutes.

ARTICLE I - NAME

The name of this nonprofit corporation is **BURNING HEARTS MINISTRIES INTERNATIONAL, INC.**

ARTICLE II - TERM

The existence of this nonprofit corporation shall commence on the date of filing these Articles of Incorporation, and it shall have perpetual existence.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation 404 Durrell Circle, Winter Haven, Florida 33884. The mailing address of the corporation is the same as the street address.

ARTICLE IV - PURPOSE

The purposes for which this nonprofit Corporation is organized are as follows:

A. This organization is organized exclusively for charitable, educational, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. To solicit and accept gifts of money or property in order to carry out the purpose as set forth above.

C. To engage in any lawful act or activity for which corporations not-for-profit may be organized under the laws of the State of Florida.

D. In general, to possess and exercise all the powers and privileges granted by the laws of Florida governing corporations not-for-profit or by any other law of Florida or by this certificate of incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

E. No part of the net earnings of the organization 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 furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in any political campaign on behalf of or in opposition to 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 by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by an

organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

F. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 60 Second Street, S.E., Winter Haven, Florida 33880, and the name of the initial registered agent at that address is BARRY W. BENNETT.

ARTICLE VI - MEMBERSHIP

This nonprofit corporation shall have no members.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The Board of Directors must consist of three or more individuals. The number of Directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws, but the corporation must never have fewer than three

Directors. Directors shall be elected or appointed in the manner and for the terms provided in the bylaws. A Director may be removed from office pursuant to procedures provided in the bylaws.

Section 2. The names and addresses of the persons who are to serve as Directors for the ensuing year or until the first election hereunder are:

DAVID S. SMITH
112 Lake Florence Drive North
Winter Haven, Florida 33881

BARRY A. BENNETT
404 Durrell Circle
Winter Haven, Florida 33884

BARRY W. BENNETT
121 Greenfield Road
Winter Haven, Florida 33884

ARTICLE VIII - INCORPORATORS

The names and addresses of the Incorporators are:

DAVID S. SMITH
112 Lake Florence Drive North
Winter Haven, Florida 33881

BARRY A. BENNETT
404 Durrell Circle
Winter Haven, Florida 33884

BARRY W. BENNETT
121 Greenfield Road
Winter Haven, Florida 33884

ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be made, altered or rescinded by the Board of Directors.

ARTICLE X - AMENDMENTS

Amendments to the articles of incorporation are to be made by the Board of Directors and may be proposed and adopted at any annual meeting of the Board of Directors without notice, or at any meeting of the Board of Directors called for such specific purpose.

ARTICLE XI - NON-PROFIT STATUS

Section 1. No part of the earnings of the corporation shall inure to the benefit of any individual or member. Members shall not have a vested interest in any assets of the corporation.

Section 2. No substantial part of the activities of the corporation shall be to carry on propaganda or otherwise acting to influence legislation.

Section 3. The corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE XII - INDEMNIFICATION

This nonprofit corporation shall indemnify its Directors, officers, employees, and agents to the full extent permitted by Florida law.

ARTICLE XIII - DISSOLUTION

Dissolution of the corporation may be authorized at a meeting of the Board of Directors by a majority vote of the Directors then in office. At any time after dissolution is authorized, the corporation may dissolve by delivering to the Department of State for filing articles of dissolution setting forth the information described in

Section 617.1403, Florida Statutes, as amended from time to time. A plan of distribution of assets, authenticated by an officer of the corporation and containing the officer's certificate of compliance with the requirements of law must be filed with the Department of State, and must provide the following:

A. All liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions be made therefor; and

B. Assets shall be distributed to one or more organizations operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.


DAVID S. SMITH


BARRY A. BENNETT

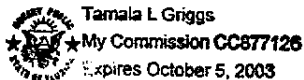

BARRY W. BENNETT

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared BARRY A. BENNETT and DAVID S. SMITH, (☒) who are personally known to me or (☐) who have produced _____ as identification, known to me to be the incorporators of **BURNING HEARTS MINISTRIES INTERNATIONAL, INC.**,

and who executed the foregoing Articles of Incorporation and who acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 26th day of September, 2001.



Tamala L. Griggs
Notary Public - State of Florida
My Commission Expires:
My Commission No.

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared BARRY W. BENNETT, (X) who is personally known to me or () who have produced _____ as identification, known to me to be an incorporator of **BURNING HEARTS MINISTRIES INTERNATIONAL, INC.**, and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

26th WITNESS my hand and official seal in the county and state named above, this day of September, 2001.



Jackie A. Deck
MY COMMISSION # CC738280 EXPIRES
May 10, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Jackie A. Deck
Notary Public - State of Florida
My Commission Expires: _____
My Commission No. _____

FILED
01 OCT -1 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
in compliance with said act:

First -- that **BURNING HEARTS MINISTRIES INTERNATIONAL, INC.**, desiring to
organize under the laws of the State of Florida, has named **BARRY W. BENNETT**, of
60 Second Street SE, Winter Haven, Florida 33880, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provisions of said Act relative to keeping open
said office.


BARRY W. BENNETT
Registered Agent