

NOI000008101

TRANSMITTAL LETTER

PROFESSIONAL ACCOUNTING & TAX SOLUTIONS, INC.

Petrona Raymond
499 East Palmetto Park Road
Suite 207
Boca Raton, FL 33432
Telephone (561)-338-5158
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV 15 AM 10:14

November 2, 2001

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

Re: CHANNELS OF LOVE, INC.

400004665544--1
-11/05/01--01032--013
*****78.75 *****78.75

Dear Clerk:

Enclosed is the original and one (1) copy of the Articles of incorporation for the above referenced corporation. Accordingly, the filing fee is enclosed.

Please return all correspondences concerning this matter to the above address. Additionally, should you need to call someone concerning this matter, please call the undersigned at the above telephone number.

Cordially Yours,

Petrona Raymond
Petrona Raymond

Enclosures

W-0125617

N. Culligan NOV 15 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 7, 2001

PROFESSIONAL ACCOUNTING & TAX SOLUTIONS, INC.
499 EAST PALMETTO PARK ROAD
SUITE 207
BOCA RATON, FL 33432

SUBJECT: CHANNELS OF LOVE, INC.
Ref. Number: W01000025617

We have received your document for CHANNELS OF LOVE, 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):

Corporations may file using only the corporate name. Please delete any reference to the doing business in the name.

If you have any further questions concerning your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 201A00060429

**ARTICLES OF INCORPORATION
OF
CHANNELS OF LOVE, INC.
(A Florida Not-for-Profit Corporation)**

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The undersigned person(s), acting as incorporator of the not-for-profit corporation under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation.

**ARTICLE I
NAME**

The name of the Corporation shall be CHANNELS OF LOVE, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal office and initial mailing address of the Corporation shall be:
17842 SW 88th Place,
Miami, Florida 33157

**ARTICLE III
DURATION**

The period of duration of the Corporation is perpetual unless dissolved according to the law. The Corporation existence shall commence upon the filing of the Articles of Incorporation.

**ARTICLE IV
PURPOSE**

The specific purpose(s) for which the corporation is organized is (are): This corporation is a not-for-profit corporation organized under the Chapter 617, Fla. Statutes. The purpose of this corporation is to exercise all rights and powers confirmed by the laws of the State of Florida upon nonprofit Corporations. The Corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors or officers; but the

Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payment and distribution in furtherance of its stated purposes.

The Corporation is organized exclusively for the charitable purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code as amended, (or the corresponding provision of any future federal tax code). Specifically the corporation will provide assistance in finding the basic necessities of life such as food, clothing and shelter to those in need, identify and locate resources for training in life skills including academic and vocational skills, and most of all to provide spiritual guidance based on the biblical principles of love.

ARTICLE V DIRECTORS/TRUSTEES

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by the Trustees/Board of Directors. The number of trustees/directors of the corporation shall be no less than five (5) and no more than eleven (11), provided however, that such number may be changed in accordance with duly adopted revisions, pursuant to the bylaws of this corporation. For convenience in these bylaws, for internal purposes, and in legal matters, the Board will be referred to as the "Trustees", or "General Trustees" unless a reference to the Board of Directors or the Board is required by law or a third party.

The name(s) and address(es) of the initial the Trustees/Board of Directors who shall hold office until the first annual meeting to be held in June 2002 are:

Astley McKoy - Chairman
17842 SW 88th Place
Miami, Fl 33157

Carla A. Parke
11 NE 89th St.
El Portal, Fl 33138

Laurice McKoy
17842 SW 88th Place

Miami, Fl 33157

Petrona Raymond
6466 SW 26th Street
Miramar, Fl 33023

Grace A. Bailey
10324 Fairway Heights Blvd.
Miami, Fl 33157

**ARTICLE V1
OFFICERS**

The name(s) and address(es) of each initial officer of the corporation for filling are as follows:

Name	Address
Chairman Astley McKoy	17842 SW 88 th Place Miami, Fl 33157
Secretary Carla A Parke	11 NE 89 th Street El Portal, Fl 33138
Treasurer Grace A Bailey	10324 Fairway Heights Blvd. Miami, Fl 33157

**ARTICLE V11
REGISTERED AGENT**

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

Astley L McKoy,
17842 SW 88th Place,
Miami, Florida 33157

**ARTICLE VIII
INCORPORATOR(S)**

The name (s) and street address (es) of each incorporator is (are):

Astley L. McKoy,
17842 SW 88th Place
Miami, Fl 33157

ARTICLE 1X MEMBERSHIP

The Corporation shall be made up of members whose lives are based on biblical principles. Some of the members of the Corporation will also be members of the Board of Directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, liability for dues and assessments, and the method of collection thereof shall be as regulated by the bylaws. The Corporation shall be authorized to issue membership certificates as may be determined by the bylaws.

ARTICLE X

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, any public campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal and State income taxes under Section 501 © (3) of the Internal Revenue Code of 1954.

ARTICLE X1

The Trustees/Board of Directors shall have the power to make, alter or rescind the By-laws of the Corporation by the affirmative vote of the majority of the Directors at any meeting called pursuant to the by-laws. The Board of Directors may also elect officers from time to time as authorized by the by-laws.

Any action required or permitted to be taken by the Board of Directors under the provisions of the law may be taken with a meeting, if all of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by

unanimous vote of the Directors. Any certificate of the document filed under any provision of law that relates to action so taken shall state that action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of the incorporation and bylaws of this corporation authorized the directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE XI1 AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors, provided that such action is undertaken in pursuant to the by-laws of the Corporation and must be in accordance with Florida Law. Amendments may be adopted by a vote of at least two-thirds (2/3) of a quorum of members of the Board of Directors.

ARTICLE XII1 PROPERTY/ASSETS

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

ARTICLE XIII1 DISSOLUTION

Upon winding up and dissolution of this corporation, its assets remaining after payment, or provision for payment of all debt and liabilities of the corporation, shall be distributed to a not-for-profit organization, or corporation which is organized and operated exclusively for charitable purposes, and which has established its tax exempt status under Section 501 (e) 3 of the Internal Revenue Code, (or the corresponding provisions of any subsequent federal tax code).

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this ----- day of November 2001.



Signature/Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the foregoing Articles of Incorporation, I hereby agree to accept service of process for said Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of the registered agent.



Signature/Registered Agent

FILED
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