

LAW OFFICES OF

CAREY & LEISURE

TOM CAREY

Board Certified Civil Trial Lawyer
Florida Bar & National Board of Trial Advocacy

JODI LEISURE

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OF COUNSEL:

HON. GUS M. BILIRAKIS

R. STANLEY GIPE

DAVID A. PAPA

HUGH A. RICHESON, JR.

No 2000002482

March 22, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-04/01/02--01054--021
*****78.75 *****78.75


**Re: Articles of Incorporation
The Shepard's Family Church, Inc.**

Greetings:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced non-profit corporation, along with our check made payable to the Department of State in the amount of \$78.75, which covers the filing fee, registered agent fee and the certified copy fee.

Please return the certified copy to my attention. Thank you for your cooperation and assistance in this matter.

Very truly yours,



Hugh A. Richeson, Jr., Esq.

HAR/dlm
Enclosures

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02 APR -1 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g4/S

ARTICLES OF INCORPORATION
OF
THE SHEPHERD'S FAMILY CHURCH, INC.

ARTICLE I: CORPORATE NAME

The name of this corporation is: THE SHEPHERD'S FAMILY CHURCH, INC.

ARTICLE II: CORPORATE NATURE

This is a non-profit corporation organized solely for the general religious purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III: DURATION

The term of existence of this corporation is perpetual.

ARTICLE IV: GENERAL AND SPECIFIC PURPOSES

The general purpose for which this corporation is formed is to advance the Kingdom of God and of our Lord Jesus Christ through training, education and distribution of funds for such purposes as outlined in the Holy Bible.

The specific purposes for which this corporation is formed are:

- A. To proclaim, prophesy, preach, publish, teach, train, sing, distribute and disseminate, oral, written and other means the Gospel of our Lord Jesus Christ and His Kingdom as described in the Holy Bible, the Word of God.
- B. To provide training and preparation for living the Christian life as defined in the Holy Bible.
- C. To establish, train, ordain and administer domestic and foreign missionaries, ministers, chaplains and workers who are in harmony with the purpose, doctrines and policies of this corporation.
- D. To exhort mankind to follow the example of holy living established by Jesus Christ; and to warn mankind against idolatry, apostasy and

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corruption in the world and of God's imminent judgment on sin and wickedness among men and among nations.

- E. To publish, print, record, distribute and disseminate books, pamphlets, periodicals, video/audio tapes and literature of all kinds to support accomplishing the above purposes.
- F. To engage in such other business or businesses, whether related thereto or not, for the purpose of supporting the Christian, religious, educational, charitable and benevolent efforts of this corporation, to the end that all people may be instructed, trained, guided and challenged concerning doctrines of life and conduct contained in the Holy Bible; as may be approved by the Board of Directors, and which businesses are permitted by law.
- G. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue code of 1954, as amended, or under any corresponding provision of any subsequent Federal Tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLES V: MANAGEMENT OF CORPORATE AFFAIRS

A. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than four (4) and shall not exceed six (6), unless changed by a By-law duly adopted by the members.

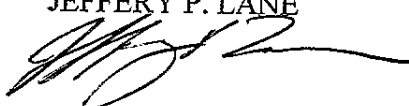
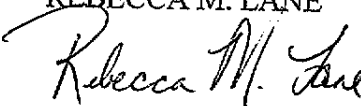
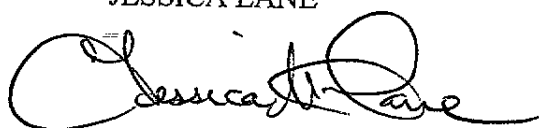
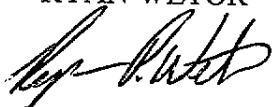
The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

The Directors shall serve for a term of one (1) year until the annual meeting of voting members following the election of Directors by voting members and until the qualification of the successors in office. Annual meetings shall be held at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent shall

have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JEFFERY P. LANE 	105 S. MAYO ST. P.O. BOX 742 CRYSTAL BEACH, FL 34681
REBECCA M. LANE 	105. S. MAYO ST. P.O. BOX 742 CRYSTAL BEACH, FL 34681
JESSICA LANE 	105. S. MAYO ST. P.O. BOX 742 CRYSTAL BEACH, FL 34681
RYAN WETOR 	5722 BITTERSWEET HOLIDAY, FL 34690

B. At the annual meeting, the Board of Directors will elect by at least a 2/3 majority the President, Vice President, Secretary and Treasurer. The president of the corporation will have the authority to manage the day-to-day business of the corporation and shall have direct operational responsibilities for the corporation.

ARTICLE VI: EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except 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 in Article IV hereof.

B. 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.

C. 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

E. Subject to the provisions of Section 741.07, Florida Statutes, and to any rules or By-Laws which may be adopted by the Board of Directors, the Board of Directors of this ministry shall be authorized to conduct weddings and funerals.

ARTICLE VII: DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision of the payment of all the liabilities of the corporation, dispose all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations existing and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII: MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-laws of this corporation.

ARTICLE IX: SUBSCRIBER

The subscriber of this corporation is: JEFFERY P. LANE, 105 S. MAYO ST., (P.O. BOX 742) CRYSTAL BEACH, FLORIDA 34681.

ARTICLE X: AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-laws and any limitations set forth in the corporations Not-For-Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-laws of this corporation may be made, altered, rescinded, added to, or new By-laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth, therefore in the By-laws.

ARTICLE XI: DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious 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 XII: REGISTERED AGENT AND OFFICE

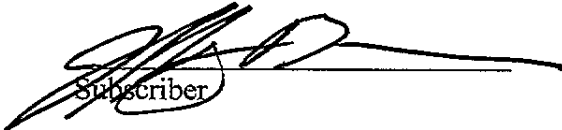
The address of the corporation's registered office shall be 105 S. MAYO ST., (P.O. BOX 742) CRYSTAL BEACH, FLORIDA 34681; and the name of its registered

agent at said address shall be JEFFERY P. LANE. This shall also be the principle office of the corporation

ARTICLE XIII: AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum members for their vote in the manner set forth in the By-laws of this corporation.

I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 22nd day of March, 2002.


Subscriber

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above named corporation a place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


Registered Agent:

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02 APR -1 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared JEFFERY P. LANE the subscriber and Registered Agent, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me the execution of same.

WITNESS my Hand and Official Seal this 22 day of march, 2002.




NOTARY PUBLIC

My commission Expires:

TOM CAREY

Board Certified Civil Trial Lawyer
Florida Bar & National Board of Trial Advocacy
JODI LEISURE

LAW OFFICES OF

CAREY & LEISURE

622 Bypass Drive, Suite 100
Clearwater, Florida 33764
(727) 799-3900
Fax (727) 799-8181

OF COUNSEL:
HON. GUS M. BILIRAKIS
R. STANLEY GIPE
DAVID A. PAPA
HUGH A. RICHESON, JR.

No 2000002482

March 22, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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Re: **Articles of Incorporation**
The Shepard's Family Church, Inc.

Greetings:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced non-profit corporation, along with our check made payable to the Department of State in the amount of \$78.75, which covers the filing fee, registered agent fee and the certified copy fee.

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Very truly yours,



Hugh A. Richeson, Jr., Esq.

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ARTICLES OF INCORPORATION
OF
THE SHEPHERD'S FAMILY CHURCH, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I: CORPORATE NAME

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The general purpose for which this corporation is formed is to advance the Kingdom of God and of our Lord Jesus Christ through training, education and distribution of funds for such purposes as outlined in the Holy Bible.

The specific purposes for which this corporation is formed are:

- A. To proclaim, prophesy, preach, publish, teach, train, sing, distribute and disseminate, oral, written and other means the Gospel of our Lord Jesus Christ and His Kingdom as described in the Holy Bible, the Word of God.
- B. To provide training and preparation for living the Christian life as defined in the Holy Bible.
- C. To establish, train, ordain and administer domestic and foreign missionaries, ministers, chaplains and workers who are in harmony with the purpose, doctrines and policies of this corporation.
- D. To exhort mankind to follow the example of holy living established by Jesus Christ; and to warn mankind against idolatry, apostasy and

corruption in the world and of God's imminent judgment on sin and wickedness among men and among nations.

- E. To publish, print, record, distribute and disseminate books, pamphlets, periodicals, video/audio tapes and literature of all kinds to support accomplishing the above purposes.
- F. To engage in such other business or businesses, whether related thereto or not, for the purpose of supporting the Christian, religious, educational, charitable and benevolent efforts of this corporation, to the end that all people may be instructed, trained, guided and challenged concerning doctrines of life and conduct contained in the Holy Bible; as may be approved by the Board of Directors, and which businesses are permitted by law.
- G. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue code of 1954, as amended, or under any corresponding provision of any subsequent Federal Tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLES V; MANAGEMENT OF CORPORATE AFFAIRS

A. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than four (4) and shall not exceed six (6), unless changed by a By-law duly adopted by the members.

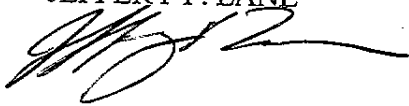

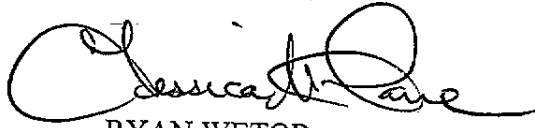

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

The Directors shall serve for a term of one (1) year until the annual meeting of voting members following the election of Directors by voting members and until the qualification of the successors in office. Annual meetings shall be held at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent shall

have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
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RYAN WETOR 	5722 BITTERSWEET HOLIDAY, FL 34690

B. At the annual meeting, the Board of Directors will elect by at least a 2/3 majority the President, Vice President, Secretary and Treasurer. The president of the corporation will have the authority to manage the day-to-day business of the corporation and shall have direct operational responsibilities for the corporation.

ARTICLE VI: EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except 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 in Article IV hereof.

B. 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.

C. 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

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E. Subject to the provisions of Section 741.07, Florida Statutes, and to any rules or By-Laws which may be adopted by the Board of Directors, the Board of Directors of this ministry shall be authorized to conduct weddings and funerals.

ARTICLE VII: DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision of the payment of all the liabilities of the corporation, dispose all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations existing and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII: MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-laws of this corporation.

ARTICLE IX: SUBSCRIBER

The subscriber of this corporation is: JEFFERY P. LANE, 105 S. MAYO ST., (P.O. BOX 742) CRYSTAL BEACH, FLORIDA 34681.

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Subject to the limitations contained in the By-laws and any limitations set forth in the corporations Not-For-Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-laws of this corporation may be made, altered, rescinded, added to, or new By-laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth, therefore in the By-laws.

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The property of this corporation is irrevocably dedicated to religious 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 XII: REGISTERED AGENT AND OFFICE

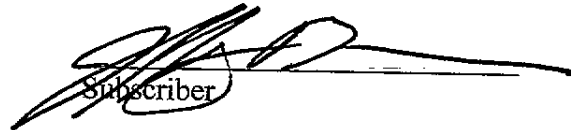
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ARTICLE XIII: AMENDMENT OF ARTICLES

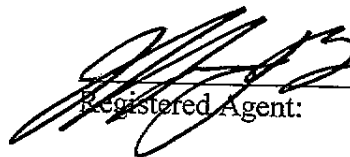
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum members for their vote in the manner set forth in the By-laws of this corporation.

I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 22nd day of march, 2002.


Subscriber

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above named corporation a place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


Registered Agent:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared JEFFERY P. LANE the subscriber and Registered Agent, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me the execution of same.

WITNESS my Hand and Official Seal this 22 day of March, 2002.




NOTARY PUBLIC

My commission Expires: