

NO2000002694

THE HEART OF A WOMAN OUTREACH MINISTRIES INC.

Co Founders

Jannie A. Richardson

Cynthia P. Johnson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR -5 AM 11:48

April 2, 2002

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

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*****78.75 *****78.75

Enclosed you will find an original and a copy of the Articles of Incorporation for The Heart of a Woman Outreach Ministries Inc. along with the necessary fees of \$78.75 for filing, registering our agent and receiving a certified copy.

I may be reached during the working hours of 8:00 a.m. – 5:00 p.m. at (305) 243-3411. My daytime address is University of Miami Diabetes Prevention Program 1450 NW 10th Avenue, Miami, Fl 33136. My home telephone number is (954) 981-5409.

Sincerely,

Cynthia P. Johnson

4-12-02
WC

Nonstock

Nonprofit

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CERTIFICATE OF INCORPORATION
Of
THE HEART OF A WOMAN OUTREACH MINISTRY INC.

First: The name of this corporation is The Heart of a Woman Outreach Ministry Inc. Its principal office is 3405 East Shore Road, Miramar, FL 33023 and its mailing address is the same as above.

Second: Its registered office in the state of *Florida* is to be located at 3405 East Shore Road, in the county of Broward, zip code 33023. The registered agent in charge is Jannie A. Richardson, where all papers served on behalf of The Heart of a Woman Outreach Ministry Inc. will be delivered to at 6645 NW 181 Lane, Miami, FL 33015.

Third: The nature of the business and the objects and purposes proposed is to be transacted, promoted and carried on are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, vis:

This is a nonstock, nonprofit corporation. The purpose of the corporation is to engage in any lawful activity for which nonprofit corporations may be organized under the General Corporation Law of Florida.

Said corporation 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), to wit:

The Ministry is designed to help bring total healing to women who are dealing with hidden hurts, to build women spiritually, mentally, and strengthen their faith in order to know their true identity and reach their destiny through ministries including, but not limited to: Worship services, religious and educational outreach ministries, religious and educational workshops, and providing religious and educational material and resources to church and community members regardless of the form in which the materials may be published, included but not limited to: books, periodicals, tapes and discs.

Fourth: The corporation shall not have any capital stock and the conditions of membership shall be stated in the Bylaws.

Fifth: The name and mailing address of the incorporators are Jannie A Richardson of 6645 NW 181 Lane, Miami, Fl 33015 and Cynthia P. Johnson of 3405 East Shore Road, Miramar, Fl 33023 **Sixth:** The Incorporators will also serve as members of the Board of Directors and therefore maintain all vested powers.

Seventh: a Board of Directors will manage the activities and affairs of the corporation. The number of directors which shall constitute the whole Board shall be such as from time to time be fixed by or in the manner provided in the Bylaws, but in no case shall the number be less than three. The directors need not be members of the corporation unless so required by the Bylaws or by Statute. The three current Board of Directors shall consist of the two incorporators, Jannie A Richardson of 6645 NW 181 Lane, Miami, Fl 33015 and Cynthia P. Johnson of 3405 East Shore Road, Miramar, Fl 33023, Connie Flennory Orr of 12821 WestView Drive, Miami, Fl 33167. Doris J. Arnold of 18845 NW 11th Court, Miami, Fl 33169, Sarah A. Person of 1235 NW 188th

Street, Miami, Fl 33169 and Helen Marshall of 18845 NW 11th Court, Miami, Fl 33169.

Unless by death, at no time can the two incorporators be removed from the Board of Directors. However, the other Board member(s) may be removed, if warranted by cause, by the incorporators or they may resign. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may by resolution or resolutions passed by a majority of the whole Board, designate one or more committees, which to the extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Directors of the corporation may, in the Bylaws so provide, be classified as to term of office. The corporation may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation. This corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute. This is true, provided that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon the members.

Eighth: Meetings of members may be held without the State of Florida if the Bylaws so provide. The books of the corporation may be kept (subject to any provisions

contained in the Statutes) outside the State of Florida at such place or places as may be from time to time designated by the Board of Directors.

Ninth: 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 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 in Article Three hereof. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any 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 provision of any future United States Internal Revenue Law).

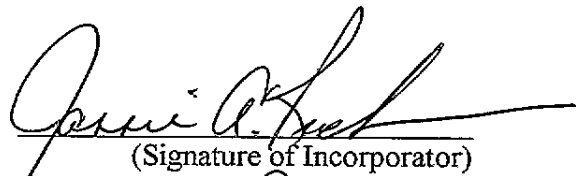
Tenth: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in which manner, or to such organization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

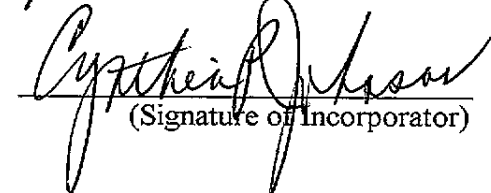
Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such designated purposes.

Eleventh: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

Twelfth: Directors of the corporation shall not be liable to either the corporation or its members for the monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

I, the undersigned, being each of the incorporators herein before named, for the purpose of forming a nonprofit corporation pursuant to Florida law, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set hand this ____ day of April A.D. 2002.


(Signature of Incorporator)


(Signature of Incorporator)

NOTARY'S AFFIDAVIT

State of Florida, County of Dade, THIS IS TO CERTIFY that on this date April 2, 2002, before me, a Notary Public, personally appeared Jannie A. Richardson of 6645 NW 181 Lane Miami, FL 33015 and Cynthia P. Johnson of 3405 East Shore Road, Miramar, Florida 33023, who I am satisfied are the persons named as incorporators and executors of the foregoing Articles of Incorporation, and who by their respective signatures in my presence have acknowledged the same as their voluntary act. IN TESTIMONY THEREOF, I have hereunto set my hand and affixed my official seal on the date given above.

Jannie A. Richardson
Signature of Incorporator

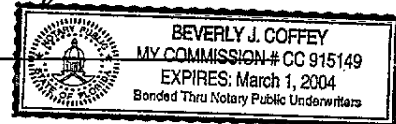
FDL # R 263 421-50-594-0
Document Presented

Cynthia P. Johnson
Signature of Incorporator

FDL # J 525-115-53-745-0
Document Presented

Beverly J. Coffey
Notary Public

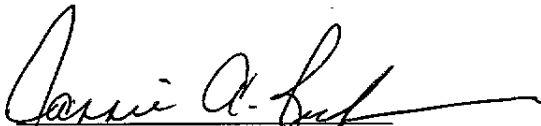
My commission expires: _____



Registered Agent Agreement

I Jannie A. Richardson, hereby am familiar with and accept the duties and responsibilities of Registered Agent for The Heart of a Woman Outreach Ministry Inc. I agree to accept the responsibilities for The Heart of a Woman Outreach Ministry Inc, which include but are not limited to: receiving and delivering all necessary documents on behalf of The Heart of a Woman Outreach Ministry Inc. My address is 6645 NW 181 Lane, Miami, FL 33015. Accordingly, I have hereunto set hand this 2nd day of April A.D. 2002.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR -5 AM 11:48


Registered Agent

4/2/02
Date