

N02000003106

EFFECTIVE DATE  
4-12-02

HODGES FINANCIAL SERVICES  
585 SOUTH CR 427, SUITE 121  
LONGWOOD, FL 32750-5462  
407-830-6773  
FAX 407-830-5805

April 19, 2002

400005316014--5  
-04/23/02--01007--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 APR 22 AM 9:11

Dear Sir:

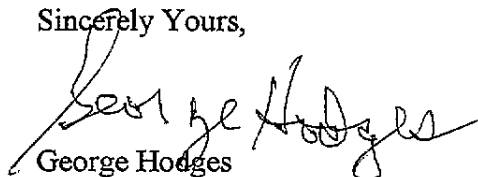
Enclosed please find Articles of Incorporation for RESTORATION COUNSELING  
MINISTRIES, INC. along with an extra copy, which we would like, returned to us at:

HODGES FINANCIAL SERVICES  
585 South CR 427, Suite 121  
Longwood, FL 32750-5462

We have enclosed a check in the amount of \$78.75 to cover the filing fee, certified copy,  
and Registered Agent designation.

Thank you for your prompt attention in this matter.

Sincerely Yours,

  
George Hodges

4-23-02  
File (7)

**EFFECTIVE DATE**

**02-17-02**

ARTICLES OF INCORPORATION

OF

RESTORATION COUNSELING MINISTRIES, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the corporation shall be:

**RESTORATION COUNSELING MINISTRIES, INC.**

**ARTICLE II**

**Principal place of business and mailing address**

The principal place of business and the mailing address of this corporation shall be:

3526 Molona Drive  
Orlando, Florida 32837

The Board of Directors may from time to time move the principal office to any other address in Florida, and so notify the Secretary of State.

**ARTICLE III**

**Purpose(s)**

The purposes(s) for which the corporation is organized is (are):

RESTORATION COUNSELING MINISTRIES, INC. 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, or the corresponding section(s) of any future federal tax code.

It is the purpose of this corporation to minister to all persons regardless of race, creed or color wherever possible and specifically in all areas of gospel outreach through Christian Counseling.

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The specific purposes of RESTORATION COUNSELING MINISTRIES, INC. are:

1. To be a Biblically based counseling ministry assisting those in need of emotional and spiritual healing. We will accomplish our purposes through individual counseling, recovery/support groups and presentations in church/ministry settings.
2. To loose the chains of bondage and untie the cords of the yokes, and to set the oppressed free from their bondage and yokes no matter what their socio-economic status, cultural background, racial status, or religious connections and/or financial resources.
3. We minister all persons without regard to their status or position in life. We seek to reach all persons for Jesus Christ through the ministry of Christian Counseling.
4. To act with charitable concern for not only Christians, but also all mankind in need regardless of race, social position, or religious affiliation.
5. To provide biblical discipleship to believers everywhere through the venue of Christian Counseling.
6. To, by example, through biblical counseling and teaching the Word of God, influence families to be healthy basic social units portrayed in the Word of God and all individuals to live Godly and Holy lives.
7. To influence all those in counseling and all counselors participating in the work of this ministry in ethical and business practices in all areas of their lives, including their work.
8. To sell and distribute Christian literature and music to persons in counseling.
9. To teach the Good News of Jesus Christ and His power to save, heal, cleanse and deliver in churches and one on one during counseling. Counseling will be offered to all persons in the love, compassion and power of Jesus Christ without discrimination or bias.
10. To work with various ministries to provide loving care, tender mercy and great compassion to all those in need of healing, deliverance and restoration.

A modest contribution based on the ability of the person to pay on a sliding scale will be sought from those in counseling unless sponsored by their church or other organization in which case the sponsoring organization will be asked to contribute to costs of the care of the person in counseling. Offerings will be received from various churches and organizations sponsoring the counseling program in their church or ministry. In keeping with our purpose, no one will be denied assistance because of a lack of funds.

In no event will any monies or property received by the Ministry be used for private profit or inure to the benefit of any member of the Board of Directors, employees or anyone in a position of authority.

#### **ARTICLE IV**

##### **Manner of election of Directors**

The affairs of RESTORATION COUNSELING MINISTRIES, INC. both spiritual and secular, shall be conducted by the board of Directors, which shall consist, initially, of three (3) as provided for in the Florida Statutes. Directors shall be appointed according to the provisions set forth in the By-Laws.

The Directors themselves must possess the qualifications of leaders as set forth in the relevant teaching of the New Testament and they shall have the duties as set forth therein. Directors, once in office, shall serve so long as they satisfactorily perform as directors unless sooner removed for cause by the remainder of the Board of Directors.

The Directors shall appoint such other persons as may be necessary to properly minister and carryout the purposes for which the ministry is organized. Persons so appointed shall be subject to the provision of Section 741.07, Florida Statutes, and to any rules or By-Laws which may be adopted by the Directors of the organization/ministry. Once appointed they shall also serve as authorized for the Board of Directors above.

The Board of Directors will make every effort to act with unanimity. However, all actions of the Board shall be with the concurrence of at least 2/3<sup>rd</sup>s of the Directors, unless otherwise stated.

If any decisions cannot be successfully resolved at a meeting of the Board of Directors, the matter will be considered and a final decision made by the President of the organization/ministry.

The name and mailing address of the initial Directors are:

Rev. Helena M. Mariades  
3526 Molona Drive  
Orlando, Florida 32837

Rev. Peter C. Mariades  
3526 Molona Drive  
Orlando, Florida 32837

Rev. Cheryl Harper  
3944 La Verne Way  
Sacramento, CA 95864

## **ARTICLE V**

### **Limitation of Corporate powers**

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows: **NONE**

Additional powers of the corporation:

1. To qualify for grants available for nonprofit projects;
2. To only engage in activities that further its religious, scientific, benevolent, charitable, literary and educational purposes. It shall engage only in such activities as are permitted to be carried on by corporations whose income is exempt from taxation pursuant to Section 501 (c) (3), and whose contributions are deductible pursuant to section 170 (c) (2), of the Internal Revenue Code or future revisions.
3. No part of the activities of the corporation shall be for 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.
4. No part of the Ministry's net earnings or assets may inure to the benefit of any Directors, officers or members, or employees except as reasonable compensation for services actually rendered.

## **ARTICLE VI**

### **Dissolution**

If it is necessary or desirable to dissolve the corporation, the provisions of s.617.1402, s.617.1403, and s.617.1406 shall govern. The corporation may be dissolved by a unanimous vote of the full Board of Directors. In the event of such dissolution, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to such organization(s) organized and operated exclusively for charitable, religious, educational, or scientific purposes as shall at the time qualify as a exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision(s) of any future United States Internal Revenue Code or Law. The Board of Directors shall determine to whom distribution will be made, but in any case no distribution may be made to any organization not qualified under Section 501 (c) (3).

**ARTICLE VII**

**Registered Agent and street address**

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

GEORGE HODGES  
585 South CR-427, Suite 121  
Longwood, Florida 32750-5462

**ARTICLE VIII**

**Effective Date**

The life of this corporation is perpetual. The effective date is: **April 18, 2002.**

**ARTICLE IX**

**Incorporators**

The name and the street address of the incorporator for these articles of incorporation is:

GEORGE HODGES  
585 South CR-427, Suite 121  
Longwood, Florida 32750-5462

The undersigned incorporator has executed these Articles of Incorporation this 19<sup>th</sup> day of **April, 2002.**

Signature of Incorporator:

  
GEORGE HODGES

## CERTIFICATE OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF 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:

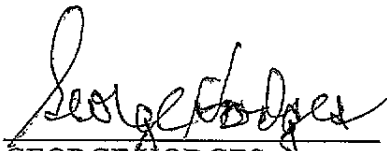
RESTORATION COUNSELING MINISTRIES, INC.

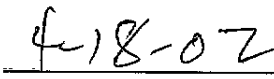
2. The name and address of the Registered Agent and office is:

GEORGE HODGES  
585 South CR-427, Suite 121  
Longwood, Florida 32750-5462

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 APR 22 AM 9:12

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.

  
\_\_\_\_\_  
GEORGE HODGES

  
\_\_\_\_\_  
(DATE)