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SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
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MAURICE ROBINSON
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ORLANDO, FL 32803

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**ARTICLES OF INCORPORATION
OF**

ZENOBIA INCORPORATED

The named corporation voluntary association and members of said organization do voluntarily associate themselves to form a non-profit corporation under the laws of the State of Florida and do hereby certify:

ARTICLE I - NAME OF CORPORATION

The corporate name of the Organization shall be:

ZENOBIA INCORPORATED

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The principal office of said Organization shall be located:

**305 N. TAMPA AVE
ORLANDO, FL 32805
(407) 839-3378**

ARTICLE III PURPOSE

The primary purpose for which this corporation is formed is to: cultivate, promote, promulgate, and conduct business practices of a non-profit organization according to said principles, creed, precepts and practices of said organization.

This requirement shall not be deemed to prelude a statement of general purpose of power or to restrict the right of the Corporation to engage in other lawful activity.

To purchase, receive, take, aquire, hold, sell, convey or otherwise dispose of property, whether it be real, personal or mixed; to receive property by will, and to otherwise require and hold all property, real or personal, including shares of stocks, bonds, and securities of other Corporations, to wit.

Said property is to be held in turst for the use and benefit of the members of the:

ZENOBIA INCORPORATED

- * To act as Trustees under any condition incidental to the principal subject of the Corporation, and to receive, hold, administer, and extend funds of property subject to such trust;
- * To convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal;
- * To borrow money, contract debts and issue bonds, notes debentures, and secure same;
- * To contract and be contracted with;
- * To do all acts necessary or expedient for the administration of the affairs and attainment of the purpose of the Corporation;
- * That the Corporation is organized pursuant to the general non-profit Corporation law.
- * That the Corporation is a Corporation that does not contemplate pecuniary gain or profit to the members thereof.

SECTION B. - THE FURTHER PURPOSE

The organization is exclusively for charitable, religious, educational, and/or scientific

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purposes under section 501C(3) of the Internal Revenue Code.

No part of the net earning of the organization shall inure the benefit of, or distribute to its members, trustees, officers, or other persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purpose clause hereof. No substantial part of the activities of the organization shall not carrying on propaganda, otherwise attempting to influence legislation, and the organization 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. Notwithstanding and other provision of this document, the organization shall not carry on any other activities not to be carried on (a) by an organization exempt from federal income tax under section 501C(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170C(2) of the Internal revenue Code, or corresponding section of any further federal tax code.

Under the dissolution of the organization, assets shall be distributed for one or more exempt purpose, within the meaning of section 501C(3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to federal government, or to state or local government, for a public purpose.

ARTICLE IV - QUALIFYING MEMBERS

Anyone shall qualify as member of this corporation and will be admitted when he or she is accepted by membership guidelines set forth regulating membership found in the the Official Manual the denomination.

ARTICLE V - CIVIL STRUCTURE

The civil officers of the corporation shall be President, Vice President, Secretary, Treasurer, and such other officers as the corporation shall establish.

- A. The President shall preside at all meetings and shall make an annual report of the status of the status and condition of the corporation to this Board of Directors. The President shall sign all certificates, contracts, deeds and other instruments of the corporation. During the absence or disability of the President, the Vice President shall exercise all the powers and discharge all the duties of the President.
- B. The Secretary shall keep the minutes of all meetings; shall have charge of the seal and corporate books and shall make such reports and perform such duties to the secretary in his/her absence, or disability, or as directed by the corporation.
- C. The Treasurer shall have custody of all monies and securities of the corporation and shall keep regular books of account. He shall disburse the funds of the corporation in payment of the just demands against the accounting of all his transactions as Treasurer of the financial condition of the corporation. The assistant Treasurer shall perform duties of the treasurer in his absence, disability or as directed by the corporation.
- D. The officers of the corporation shall hold offices until their successors are duly elected and qualified.
- E. The Board of Directors shall meet at least once each year, but special meetings may be called if and when the same may become necessary. Directors who shall be given the title of Trustees shall be decided upon in an annual meeting of the church in January. Elections shall be by secret ballot subject to the approval of the Pastor/President before such election is confirmed. If a vacancy occurs in the Board of Trustees, the remaining Trustees shall submit to Pastor /President, for apporval, the name of some person to fill out the un-expired term until the next annual meeting. The names and addresses of persons who are to act in the capacity of Directors until the selection of their successors and who shall be given the title of Trustees are:

NAME	ADDRESS/CITY & STATE	TITLE
DR FRED L MAXWELL	2035 W CENTRAL BLVD. ORLANDO, FL 32805	TRUSTEE
BISHOP ROBERT BROWN	303 MARKER STREET ALTAMONTE SPRINGS, FL	TRUSTEE
PARTHENIA COGDELL	117 HARRINGTON CIRCLE WILLINGBORO, NJ	TRUSTEE
LUGENIA BIVINGS	6033 BOLLINGS STREET ORLANDO, FL 32808	TRUSTEE
JOHN C VOSS	649 N SETTLERS CIRCLE WARRINGTON, PA	TRUSTEE
MAURICE ROBINSON	1801 E COLONIAL DR #107 ORLANDO, FL	TRUSTEE
JEFF MCCALL	316 PICO COURT ;LAKELAND, FL	TRUSTEE

Bylaws of the Corporation may be made, altered, or rescinded by the members of the Corporation at any regular meeting with a majority of the membership present and 2/3 vote of the members present. Bylaws shall not be in conflict with or repugnant to the other charter, constitution, laws and doctrines of the organization.

ARTICLE VII - AMENDMENTS

These Articles of incorporation may be amended upon 2/3 vote of the majority of the membership. Proposed amendments shall have been presented in writing prior to the date of the meeting at which the proposed amendment is to be acted upon.

SECTION B - AMENDMENT EFFECTIVENESS QUALIFICATION

Amendments to the Articles of Incorporation, when approved by a 2/3 vote of the members present and voting as provided in Section I, must also be forwarded to the Florida Secretary of State's Office and filed before the same shall become effective.

ARTICLE VIII - REGISTERED AGENT

ZENOBIA C. BROWN
305 N. TAMPA AVE
ORLANDO, FL 32805

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 the 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.

Zenobia C. Brown

4/30/02

Signature/Registered Agent

Date

ARTICLE X - THE INCORPORATOR

Zenobia C. Brown
Signature/Incorporator

ZENOBIA C. BROWN
305 N. TAMPA AVE
ORLANDO, FL 32805

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