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CORPORATE & BUSINESS LAW

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* BOARD CERTIFIED CIVIL TRIAL
** ADMITTED TO GEORGIA BAR

EFFECTIVE DATE

6-12-02

June 14, 2002

www.RobertsonAssoc.com

DIVISION OF CORPORATIONS
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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-06/19/02--01027--014
*****78.75 *****78.75

RE: **HOUSE OF GRACE OF BAY COUNTY, INC.**

Dear Sir/Madam:

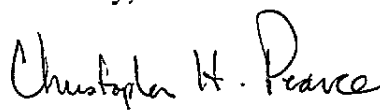
Enclosed please find:

1. Articles of Incorporation of *HOUSE OF GRACE OF BAY COUNTY, INC.*, a non-profit corporation.
2. Acceptance of Registered Agent.
3. A check in the amount of \$78.75 for:
 - a. Filing Fee \$ 35.00
 - b. Certified Copy of Charter \$ 8.75
 - c. Registered Agent Designation Fee \$ 35.00

Total \$ 78.75

Please file the subject documents and forward the certified copy to me at the above address. If you have questions of any kind, please do not hesitate to contact me.

Sincerely,


Christopher H. Pearce

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02 JUN 19 AM 9:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CHP/vjh

Encl: Articles of Incorporation
Acceptance of Registered Agent
Check/\$78.75

D. WHITE JUN 20 2002

EFFECTIVE DATE

6-12-02

ARTICLES OF INCORPORATION
(Florida Not-For-Profit Corporation)

FOR

HOUSE OF GRACE OF BAY COUNTY, INC.

The undersigned, acting as incorporator of a corporation, and in compliance with *Fla. Stat.*, ch. 617, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the Florida Not-For-Profit corporation shall be:

HOUSE OF GRACE OF BAY COUNTY, INC.

**ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND
MAILING ADDRESS**

The principal place of business of the ***HOUSE OF GRACE OF BAY COUNTY, INC.*** shall be:

200 Sims Avenue
Callaway, FL 32404.

The mailing address of the ***HOUSE OF GRACE OF BAY COUNTY, INC.*** shall be:

P.O. Box 6114
Callaway, FL 32404.

ARTICLE III. PURPOSES

The specific and primary purpose(s) for which the ***HOUSE OF GRACE OF BAY COUNTY, INC.*** is formed are to:

- (a) Purchase, and/or rent and maintain home(s) for Christians, both male and female, who have been recently released from incarceration;
- (b) Develop and implement Christ-centered support programs and networks for the guests of the home(s) maintained;

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

- (c) Construct, maintain, and operate buildings, and other appropriate facilities; to establish and maintain suitable grounds for the operation of the Corporation; and, to perform all other acts necessary or convenient for fully accomplishing the purposes and goals of the Corporation;
- (d) Receive voluntary contributions, gifts, grants of money and property of every kind, or other forms of gifts, and to administer the same for the charitable purposes and goals of the Corporation; and
- (e) To make distributions to organizations which 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).

In furtherance of the above delineated purposes, no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth. 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.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) 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 (ii) 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).

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized 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.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

The Directors of the *HOUSE OF GRACE OF BAY COUNTY, INC.* are to elected annually in full compliance with the bylaws of said organization.

ARTICLE V. INITIAL DIRECTORS/OFFICERS

The initial Directors/Officers of the *HOUSE OF GRACE OF BAY COUNTY, INC.* shall be:

- (1) **ROBERT SMITH**, President/Executive Director
P. O. Box 6114
Callaway, FL 32404;
- (2) **BETTY R. SMITH**, Treasurer
P. O. Box 6114
Callaway, FL 32404; and
- (3) **PERCY THOMAS, JR.**, Secretary
1107 Alabama Avenue
Lynn Haven, FL 32444.

ARTICLE VI. LIMITATION OF CORPORATE POWERS

The corporate powers of the *HOUSE OF GRACE OF BAY COUNTY, INC.* are as provided in Section 617.0302, Florida Statutes. Notwithstanding any other provision of these articles, the *HOUSE OF GRACE OF BAY COUNTY, INC.* shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The registered agent for the *HOUSE OF GRACE OF BAY COUNTY, INC.* shall be:

ROBERT SMITH
200 Sims Avenue
Callaway, FL 32404

ARTICLE VIII. INCORPORATORS

The name and street address of the incorporator for these Articles of Incorporation is:

ROBERT SMITH
200 Sims Avenue
Callaway, FL 32404

ARTICLE IX. PROPERTY OF THE CORPORATION

Property of the corporation shall be owned by and titled in the name of the corporation: ***HOUSE OF GRACE OF BAY COUNTY, INC.*** Should the corporation be dissolved, the property will be distributed to another 501(c)(3) corporation or another non-profit corporation.

ARTICLE X. MEMBERSHIP

- (a) Membership in the ***HOUSE OF GRACE OF BAY COUNTY, INC.*** will be defined by the Board of Directors, including rights, termination and maintenance of membership.
- (b) Membership in the ***HOUSE OF GRACE OF BAY COUNTY, INC.*** may be transferred or not upon the sole discretion of the Board of Directors.
- (c) If dissolved, the ***HOUSE OF GRACE OF BAY COUNTY, INC.*** will distribute its assets to another 501(c)(3) corporation or another non-profit corporation.
- (d) All members of the ***HOUSE OF GRACE OF BAY COUNTY, INC.*** will be of the same class.

The initial members of the ***HOUSE OF GRACE OF BAY COUNTY, INC.*** will be:

- (1) **ROBERT SMITH**, President/Executive Director
P. O. Box 6114
Callaway, FL 32404
- (2) **BETTY R. SMITH**, Treasurer
P. O. Box 6114
Callaway, FL 32404
- (3) **PERCY THOMAS, JR.**, Secretary
1107 Alabama Avenue
Lynn Haven, FL 32444

ARTICLE XI. STATUS

This corporation will not be subordinate to any other local, state, or national association.

ARTICLE XII. OTHER PROVISIONS

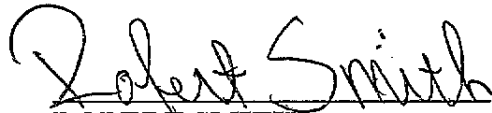
All provisions not provided in the incorporation documents will be provided in the bylaws as required by statute. The board of directors of the ***HOUSE OF GRACE OF BAY COUNTY, INC*** shall have the sole authority to make, adopt, alter, and/or amend said bylaws.

ARTICLE XIII. EFFECTIVE DATE

The effective date of these Articles of Incorporation is within five (5) business days prior to the date of filing.

The undersigned incorporator has executed these Articles of Incorporation this 4TH day of June, 2002.

Signature of the Incorporator:


ROBERT SMITH

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
02 JUN 19 AM 9:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

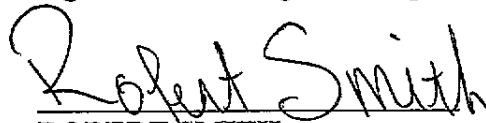
Pursuant to the provisions of *Fla. Stat.* § 607.0501 or 617.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ***HOUSE OF GRACE OF BAY COUNTY, INC.***
2. The name and address of the registered agent and office is:

ROBERT SMITH
200 Sims Avenue
Callaway, FL 32404

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.

Signature of the Registered Agent:


ROBERT SMITH

Date: 6-4-02