

Willie J Jones

Willie J. Jones
2261 NW 58th Street

Phone: 305-634-7796
FAX: 305-634-1224
email: bishopjones49@hotmail

N020000008264

Wednesday, September 18, 2002.

Division Of Corporations
Corporate Records
PO Box 6327
Tallahassee, Florida 32314

100007980321--8
-09/24/02--01038--005
*****78.75 *****78.75

Dear Ladies or Gentlemen

Please find enclosed a check in the amount of \$ 78.75 for the Article of Incorporation for Wednesday, September 18, 2002. Arlington Ferguson III Foundation Inc. Please forward all documents to ,2261 NW 58 Street, Miami, Florida 33142; in care of Willie Jones. Sending information to any other address will delay processing efforts.

Thank you for your corporation and understandind.


Willie James Jones

FILED
02 OCT 28 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-28070

W-10178

ARLINGTON FERGUSON III FOUNDATION INC.

**ARTICLES OF INCORPORATION
OF
ARLINGTON FERGUSON III FOUNDATION INC.
(A Florida Corporation Not for profit)**

FILED
02 OCT 28 PM 4: 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned Subscribers to, these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together for the purpose of constituting a charitable organization for faith networking, to, operate in accordance with the Laws of God and in a non- profit corporate form, pursuant to the applicable provisions of the Statutes of the State of Florida relative non-to corporations and in a not for profit; and we hereby covenant and agree a follows,.

**ARTICLE I
Name**

ARLINGTON FERGUSON III FOUNDATION INC.

The name and address of this principal corporation is., 3110 NW 211th Street Avenue. Miami, Florida 33056, in Dade County. The Corporation is organized pursuant to the Florida Corporation Code.

**ARTICLE II
Term of Existence**

The duration of this corporation shall be perpetual. no stock and shall have no members.

ARTICLE III

Purpose

To establish structured support services charitable and educational purposes to aid the poor and disadvantaged individuals and families towards a life of self-sufficiency The objectives and purposes for which this ministry is constituted and this corporation are: The purposes for which the corporation is organized are exclusively religious, charitable and educational within the meaning of the section 501c3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue Law

This corporation is a nonprofit religious benefit corporation and is not organized for the private gain of any person The Corporation is organized under the Nonprofit Public Benefit Corporation Law for Religious purposes. , The programs will consist of but shall not be limited to Teaching Worship Dance, Drama, and Technique Enrichment, Prophetic Dance, Drama Pantomime, Art and Craft, Teaching Sewing, Creative Writing/Poetry, Sign Language, Teaching Music/ Singing, Community Work Shop, G.E.D. Preparation Computer Literacy/Training, Evangelistic, Economic Development and Other Ministries to support the outreach ministries for the body of Jesus Christ the Church). In accordance with the Doctrine of the Corporation creed / by-laws as a the Lord leads To address the growing lack of artistic and cultural opportunities for the people in

Miami-Dade County and Broward, who are hearing impaired and to provide assistance to is committed to reaching out to the community to provide both male and female three years and older instruction in various forms of dance, which includes Ballet. Modern Dance. Mime Step Flags. Ribbons Gymnastics and Aerobics, needy people who are hearing impaired. Be able to provide sign language as an additional start for children who have taken sign language to other artistic and cultural level. This innovative program is committed to broadening the vision of the young people to see beyond what is normal and accepted in their own families and neighborhood. This program will strive to build self-esteem, self-discipline, and self-confidence to inspire them to become positive influences within their homes, schools and communities. To use sign language to sign and dramatically interpret gospel music. To teach how to sign the lyrics by using body language and facial expressions in a dramatic interpretation of the songs. To traveled extensively Nationally and Internationally giving performances to deaf and hearing communities. Be involved in community outreach including regularly collecting food and clothing for needy deaf families, undeserved Miami-Dade, Broward, and Palm Beach County neighborhoods, annually preparing Thanksgiving baskets for the poor and using members of the group as peer tutors for hearing impaired children within the Community. Provide Academic achievement criteria in maintaining membership in the group. Add additional national performances raising awareness about hearing impaired people and communities through its current, but not limited to activities. Providing much needed programming and support to artists and audiences with hearing Impairment. Operates exclusively as a performing organization committed also to volunteerism within the meaning of section 501 (c) (3) of the Code. No benefits inure to any Director or member of Perfected Praise or any other private individual, corporation, partnership, or organization.

The purpose of the corporation shall be: to cultivate, promote, promulgate and extend, educational and charitable works, such as drug rehabilitation counseling and facilities, feeding program for the elderly, and women in distress counseling; to teach and help people of all race, creed and color by ways of media; to adopt, and establish By-laws, and management of its affairs, in accordance with the law and not inconsistent with these Articles of incorporation; take, manage and dispose of property, real and personal, buy and sell of the Corporation. To borrow money contract debt, and lease bonds notes and debentures, and secure payments or performance of its obligations. To do all acts necessary or expedient for the administration of the affairs and attainment of the purpose of the corporation, including e.g., the establishment of schools, seminars, youth center, etc. oriented to organizational principles. Being able to service, setup, operate in foreign and domestic, national and international, {global} boundaries.

The Corporation shall have the power either directly or in directly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other entities to accomplish organization whose activities are such as to further, accomplish, foster, buying property or attain any of such purpose Notwithstanding any thing herein to the contrary, the corporation exempt purposes of organization set fourth in section 501 (c)(3) of the internal Revenue Code.

ARLINGTON FERGUSON III FOUNDATION INC.

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The corporation is organized under the Nonprofit Public Benefit Corporation Law, for charitable and educational purposes to aid the poor and disadvantaged individuals and families towards a life of self-sufficiency. The programs will consist of but shall not be limited to: Seminars, Outreach Advocacy Programs for the Homeless and Disadvantaged, Health Care, Housing, Employment, Warfare Reform, Literacy. Counseling, Temporary Shelter, Teenage Pregnancy, Job Training, Job Placement, and Acquisition. Substance Abuse Awareness and Prevention, Tutoring, AIDS Awareness, Elderly Care, Catering food and other programs to aid those in need.

ARTICLE IV
Powers
Limit of Power

Notwithstanding any other provision of these articles, this organization 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

To the end of the foregoing objectives and purposes and any related religious and charitable purposes and any related religious, charitable, and may be carried out, performed and accomplished this church corporation shall have the power to engage only in such activities as shall not constitute business unrelated to its religious, benevolent, charitable, literary and educational purposes. It shall engage only in such activities as are permitted to be carried on by corporation whose income is exempt from taxation pursuant to Section 501(c)(3), Florida Statutes, and contributions to which are deductible pursuant to Section 170(e)(2) of the Internal Revenue Code of 1986 or corresponding provisions any future United States Internal Revenue Code. Subject to 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 this church corporation shall be authorized to conduct weddings and funerals Any Provision elsewhere these Articles of

Incorporation to the contrary notwithstanding, this corporation shall engage in, act to shall any of its assets be used or applied to activities which constitute carrying on of propaganda, attempting to influence legislation or participating in or intervening in any political campaign on behalf of any candidate for public office, nor shall any part of its earnings or assets inure to the benefit of any private member, except- for reasonable compensation for services actually rendered. Subject to the foregoing limitations and subject specifically, the provisions of Florida Statutes 617.0105, this church corporation shall have all of the powers and rights set forth in Florida Statutes Section 617.021. The purposes set forth in Article II herein shall likewise be constructed as powers.

The Corporation shall have the power either directly or in directly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other entities to accomplish organization whose activities are such as to further, accomplish, foster, or attain any of such purpose Notwithstanding any thing herein to the contrary, the corporation exempt purposes of organization set fourth in section 501(c)(3) of the internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefits of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the clause hereto. No substantial part of the activities of the organization shall be carrying on of propaganda, or 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 Not withstanding any other provision of these Articles, this Corporation. shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation. The Corporation will exercise only those rights and powers conferred by the laws of the State of Florida upon nonprofit corporation. Not withstanding any other provisions of these articles, this organization 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 V

Qualification of Membership

The qualification of the members and the manner of their admissions are as follows, to-wit:
Such persons shall be qualified to become members as shall be approved by a majority of the Board of Directors and admissions to membership shall be by such majority vote; and the membership of the corporation shall consist at all times of the members of the Board of Directors then in office and their successors.

ARTICLE VI

Subscribers and Incorporators

The names and addresses of the subscribers and incorporators are:

Name:	Address:
Arlington Ferguson Jr.	3110 NW 211th Street Miami, Florida 33056
Barbara Ferguson	1901 NW Rutland Street Miami, Florida 33056
Willie J. Jones	2261 NW 58th Street Miami, Florida 33142
Victoria Ferguson	3612 NW 194th Terrace Miami, Florida 33056
Delia Francois	450 NE 178 Street North Miami Beach, Florida 33162
Furgaria A. Ferguson	3612 NW 194th Terrace Miami, Florida 33056
Deron Henry Jr.	2734 NW 204th Terrace Carol City, Florida 33056
Estella Lynn F. Henry	2734 NW 204th Terrace Carol City, Florida 33056

ARTICLE VII

Management

The President of the corporation will manage the business of the corporation and shall have direct operational responsibilities for the corporation, The President will be elected at the annual meeting.

ARTICLE VIII

Officers

The affairs of this corporation shall be administered by its officers, which shall be a President, Vice President, Secretary and Treasurer, all of whom shall be members of the Board of Directors, and such other assistants or administrative officers as are determined by the Board of Directors from time to time. The Board of Directors shall appoint the officers and the officers shall serve at the pleasure of the Board of Directors: provided, however, that any person dealing with the

ARLINGTON FERGUSON III FOUNDATION INC.

corporation shall be entitled to rely upon the documents signed on behalf of the corporation by its President, With its corporate seal thereto affixed and attested to by its Secretary. The initial officers of this Corporation shall be as follows

Barbara Ferguson.- President	Victoria Ferguson- Secretary
Arlington Ferguson Jr.-Vice President	Willie J. Jones-Director
Delia Francois - Director	Furgaria A. Ferguson- Director
Deron Henry Jr.- Director	Estella Lynn F. Henry- Director

**ARTICLE IX
Board of Directors**

The Board of Directors is that group of persons vested with the management of both the spiritual and secular business and affairs of this corporation, subject to the law, the Articles of Incorporation and the By-laws.

The name and street address of the initial directors of this corporation, who shall hold office for the first year or until his/her successor Or successors are elected and have qualified shall be:

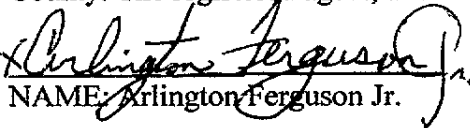
Arlington Ferguson Jr.	3110 NW 211th Street Miami, Florida 33056
Barbara Ferguson	1901 NW Rutland Street Miami, Florida 33056
Willie J. Jones	2261 NW 58th Street Miami, Florida 33142
Victoria Ferguson	3612 NW 194th Terrace Miami, Florida 33056
Delia Francois	450 NE 178 Street North Miami Beach, Florida 33162
Furgaria A. Ferguson	3612 NW 194th Terrace Miami, Florida 33056
Deron Henry Jr.	2734 NW 204th Terrace Carol City, Florida 33056
Estella Lynn. Henry	2734 NW 204th Terrace Carol City, Florida 33056

ARLINGTON FERGUSON III FOUNDATION INC.

The number of directors of this corporation shall not be less than three (3) at any time. Until further amendment of the By- Laws, the number of Directors may vary from time to time between a minimum of three (3) and a maximum of nine (9) with the amount to be determined by the vote of two-thirds (2/3) of the incumbent directors. The Board of Directors shall be elected as provided in the bylaws of the corporation.

ARTICLE X
Principal office and Registered Agent

The address of the registered office is 3110 NW 211th Street Miami, Florida 33056, in Broward County. The registered agent, at said office is: I accept Designation as Agent.


NAME: Arlington Ferguson Jr.

ADDRESS: 3110 NW 211th Street
Miami, Florida 33056

ARTICLE XI
Amendments

The power to alter, amend, or repeal the Articles of Incorporation of this corporation is vested in the Board of Directors. Such action must be taken as specified in the Articles of Incorporation, or pursuant to a Resolution approved by a majority of the Directors.

ARTICLE XII
By-law

The Board of Directors shall provide the By-laws for the conduct of its business and the business of this church corporation as the Board of Directors may deem necessary from time to time. Such By-laws may be amended, altered or rescinded by a majority of its vote of the Board of Directors present at any regular meeting or any special called for that purpose

ARTICLE XIII
Dissolution

In the event of dissolution, the residual assets of the organization will be turn over to one or more organizations which themselves are exempt as organizations described in sections 501c3 and 170c2 of the Internal Revenue Code of 1986 or the corresponding sections of any prior future Internal Revenue Code or to the Federal, State, or local government for exclusive public purpose.

Upon dissolution of the Corporation, the Board of Directors shall. after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the asset of the corporation in such manner, to such organization exclusively for the purpose of the corporation or corporations organized and operated exclusively for charitable, educational, religious, or scientific or No person, firm. or corporation shall ever receive any dividends or profit from the undertakings of this corporation; and upon dissolution of this corporation. assets

shall be distributed for one or more exempt purpose within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986. or corresponding section of any future federal tax code. or shall be distributed to the Federal, State or Local government For public purpose, 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.

CONFLICT OF INTEREST

Section 10.1 Conflict Of Interest Any director, officer, or key employee who has an interest in a contract, salary negotiation, or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest.

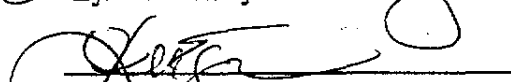
The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

IN WITNESS WHEREOF, we, the undersigned subscribers, having hereunto , our hands and seals this September 16 day of 2002, for the purpose of constituting a ministry operated in corporate nonprofit form, pursuant to, the applicable sections of the Statutes of State of Florida,


Barbara Ferguson- President



Arlington Ferguson Jr.-Vice President

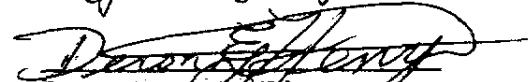

Lynn Henry- Director


Victoria Ferguson- Secretary


Willie J. Jones Director


Delia Francois-Director


Furgaria A. Ferguson-Director

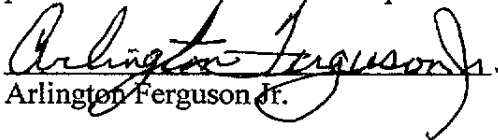

Deron Henry-Director

ARLINGTON FERGUSON III FOUNDATION INC.

ARLINGTON FERGUSON III FOUNDATION INC.

ACCEPTANCE BY REGISTERED AGENT

Arlington Ferguson Jr. has been named to accept service or process for the above-stated, at place designated in the Articles, I hereby accept to act incapacity, and agree to comply with the provision of said act relative open said office.


Arlington Ferguson Jr.

FILED

02 OCT 28 PM 4:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA