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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ADE & SCHILDBERG, P.A.

ATTORNEYS AT LAW

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JAMES L. ADE
SCOTT G. SCHILDBERG

November 7, 2002

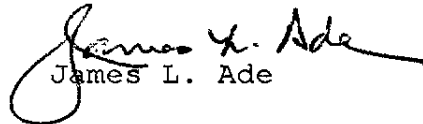
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Ladies/Gentlemen:

Enclosed for filing with the Secretary of State are the original and one copy of Articles of Incorporation of First Coast Christian Outreach, Inc., together with Rev. Church's check in the amount of \$78.75 to cover the filing fee and the cost of a certified copy. Once the Articles of Incorporation have been filed, I would appreciate your sending me a certified copy.

If you have any questions or need any additional information concerning this matter, please do not hesitate to call.

Sincerely yours,


James L. Ade

JLA/arh
Enclosures

Cc: William Peter Church

**ARTICLES OF INCORPORATION
OF
FIRST COAST CHRISTIAN OUTREACH, INC.**
A Florida Corporation Not For Profit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

NAME

The name of this corporation is FIRST COAST CHRISTIAN OUTREACH, INC.

II. —

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation shall be 8057 Arlington Expressway, Jacksonville, Florida 32211.

III. —

PURPOSES

The corporation is organized exclusively for religious, educational, and charitable purposes within the meaning of Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue laws).

The corporation has not been formed for pecuniary profit or financial gain, and no part of the net earnings of the corporation shall be distributable to or inure to the benefit of its officers or directors or any private person, 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 its purposes as set forth in this Article III. No

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 hereof, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue laws), or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue laws).

IV.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 8057 Arlington Expressway, Jacksonville, Florida 32211, and the name of the initial registered agent of this corporation at that address is William Peter Church. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

V.

INCORPORATOR

The name and address of the Incorporator of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
William Peter Church	8057 Arlington Expressway Jacksonville, FL 32211

VI.

MEMBERS

The corporation shall have no members.

VII.

BOARD OF DIRECTORS

The Board of Directors of the corporation shall be elected in the manner provided in the Bylaws. One-third of the members of the Board of Directors shall constitute a quorum for the transaction of business.

VIII.

OFFICERS

The officers of the corporation shall be elected by the Board of Directors annually and in the manner provided in the Bylaws; and each officer shall hold his respective office until his or her successor is duly elected and qualified, and shall have such powers and duties as may be prescribed in the Bylaws or determined by the Board of Directors.

IX.

BYLAWS

The Board of Directors, by majority vote, may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles.

X.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

XI.

DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of termination or dissolution or winding up of the affairs of the corporation in any manner or for any reason whatsoever, the Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all of the remaining assets and property of the corporation exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes to organizations that are then exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent United States internal revenue laws), and to which contributions are then deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent United States internal revenue laws), or to the local, state or federal government exclusively for public purposes.

XII.

PRIVATE FOUNDATION PROVISION

In the event that the corporation is ever determined or deemed by the Internal Revenue Service to be a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent United States internal revenue laws), during the continuance of such status:

(1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

(2) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

(3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

(4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.


(5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand this 6 day of November, 2002.


William Peter Church
Incorporator

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 6th day of November, 2002, by William Peter Church, (✓) who is personally known to me or () who has produced _____ as identification and who did not take an oath.


Printed: ANNA R. HOLT
Notary Public, State of Florida
at Large.

My commission expires: _____

Serial Number: _____

[Notarial Seal]



Anna R. Holt
MY COMMISSION # DD027292 EXPIRES
May 20, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
FIRST COAST CHRISTIAN OUTREACH, INC.**

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon FIRST COAST CHRISTIAN OUTREACH, INC., a corporation not for profit organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 8057 Arlington Expressway, Jacksonville, Florida 32211.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand at Jacksonville, Duval County, Florida, on this 6 day of November, 2002.


William Peter Church
Registered Agent

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TALLAHASSEE, FLORIDA