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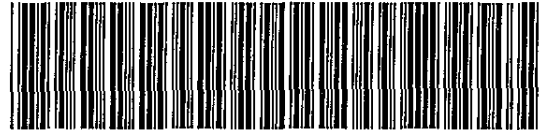
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03 JAN 22 PM 3:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-25-03

January 17, 2003

**Tonnia Sweeney
4738 Puritan Lane
Lakeland, Fl. 33809**

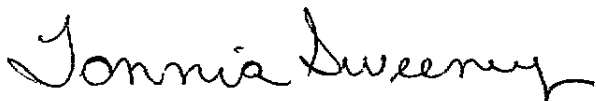
**Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314**

Dear Sir,

Enclosed is the application for the incorporation of Off The Streets Ministry, Inc., a not for profit corporation. Also, enclosed is my check in the amount of \$78.50 all fees.

Thank you in advance for your help in this matter.

Sincerely,


Tonnia S. Sweeney

ARTICLES OF INCORPORATION
OF
OFF THE STREETS MINISTRY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida statutes, chapter 617, hereby adopt(s) the following articles of incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

Off The Streets Ministry, Inc.

The principal place of business of this corporation shall be:

4738 Puritan Lane
Lakeland, Fl. 33801

ARTICLE II - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III - CORPORATE PURPOSES

The purposes for which this corporation is formed are:

- (a) To feed the homeless in the city of Lakeland area. Point these people to Jesus Christ and lead by example to bring about a change in their lives. To show Godly love and care through meeting the homeless where they are.

(2)

- (b) To provide shelter by raising money to lease and/or buy buildings for men, women and families. To teach the Word of God, to provide drug & alcohol rehab, educational programs, literacy programs, marriage counseling and family counseling.
- (c) To unite with the vision of the local church to reach the city for Christ. Help people find and follow Christ and to restore them to a new life purpose.

and for such other purposes as are permitted by a corporation which is exempt from Federal Income Tax under section 501 (C) (3) of the Internal Revenue code, as amended, (or corresponding provisions of any United States Internal Revenue Law) and will further the foregoing purposes.

ARTICLE IV - LIMITATIONS

The corporation shall neither have nor issue any stock. The corporation shall not, as a substantial part of its influence legislation; nor shall it participate or intervene (by publication or distribution of any statements of otherwise) in any political campaign on behalf of any candidate for public office. The property of this corporation is irrevocably dedicated for the purposes specified in Article III above. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, Directors, Officers or other private persons. However, the corporation 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 Article III hereof. The corporation shall not carry on any activity not permitted to be carried on by: (a) A corporation exempt from Federal Income Tax under section 501 (C) (3) or 501 (C) (4) or both of the Internal Revenue Code of 1954, as amended (of the corresponding provisions of any United States Internal Revenue Law); or (b) a corporation, contributions to which are deductible under section 170 (C) (2) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

(3)

ARTICLE V - DISSOLUTION

Upon the dissolution of the corporation, no member, Director, or private person, corporate or individual, or other private interest shall be entitled to any distribution of its remaining funds and other property. The balance of such funds and property shall, after the payment of all debt, and liabilities of the corporation be distributed to an organization operated exclusively for charitable purposes and which has qualified under section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any United States Internal Revenue Law), as shall be provided by the Board of Directors.

ARTICLE VI - DISTRIBUTION OF INCOME

This corporation shall distribute it's 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 1954, as amended (of the corresponding provisions of any United States Internal Revenue Law). This corporation shall not:

- (a) Engage in any act of self dealing as defined in section 4941 (D) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law);
- (b) Retain any excess business holdings as defined in section 4943 (C) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law);
- (c) Make any investments in such manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law); or
- (d) Make any taxable expenditures as defined in section 4945 (D) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law).

(4)

**ARTICLE VII - INITIAL REGISTERED OFFICE
AND RESIDENT AGENT**

The street address of the initial registered office of the corporation is:
4738 Puritan Lane
Lakeland, Fl. 33801

The name of the initial registered agent and address is:
Tonnia Sweeney
4738 Puritan Lane
Lakeland, Fl. 33801

ARTICLE VIII - INCORPORATOR

The name(s) and address of the incorporators of the corporation are:
Tonnia Sweeney
4738 Puritan Lane
Lakeland, Fl. 33801

ARTICLE IX - MEMBERS

The qualifications for members of the corporation and the manner of their admission shall be as regulated by the bylaws of the corporation. The initial members shall be the initial Board of Directors.

(5)

ARTICLE X - INITIAL BOARD OF DIRECTORS

The management of the corporation shall be vested in it's Board of Directors. The election of Directors shall be by the members as provided in the Bylaws of the Corporation. There shall be seven (7) initial Directors. The number of Directors may be increased from time to time in accordance with the Bylaws, but shall never be less than (3). Directors of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation and shall not be subject to any assessments. The name and address of each initial Director of the corporation is as follows:

Tonnia Sweeney, Pres., 4738 Puritan Lane, Lakeland, FL 33801

Bobby Sweeney, V.P., 4738 Puritan Lane, Lakeland, FL 33801

Rev. Nathan Mintle, Tres., 5619 Antler Trail, Lakeland, FL 33811

Linda Ventura, Sec., 5136 Bonnybrook Dr. Lakeland, FL 33811

Rev. Daniel Roberts, 595 Ave. L S.E., Winter Haven, FL 33880

Mark Ventura, 5136 Bonnybrook Dr., Lakeland, FL 33811

Carol Mintle, 5619 Antler Trail, Lakeland, FL 33811

ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be adopted by the Board of Directors, and may be altered, amended, or rescinded by the Board of Directors.

ARTICLE XII - AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these articles or any amendment to them. Amendments to the articles of incorporation may be proposed by any Director and may be adopted by the affirmative vote of a majority of the Board of Directors.

(6)

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TALLAHASSEE, FLORIDA

In witness whereof, the undersigned incorporator(s) have executed these articles of incorporation this 20th day of January, 2003.

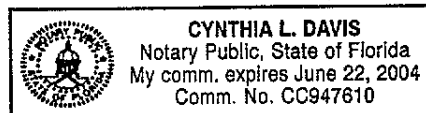
Tonnia Sweeney
Tonnia Sweeney

State of Florida
County of Polk

I hereby certify that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Tonnia Sweeney to me known to be the person described in and who executed the foregoing instrument and the acknowledged before me that he executed the same.

Witness my hand and official seal in the county and state named above this

20 day of January 2003
[Signature]
Notary Public



My commission expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Off The Streets Ministry, Inc. which is contained in the foregoing articles of incorporation:

Tonnia Sweeney
Tonnia Sweeney

Dated this 20th day of January, 2003