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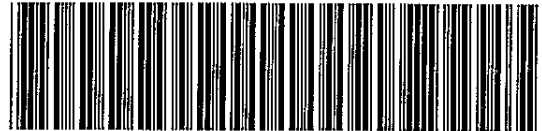
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JAN 30 PM 12:34

APPROVED
AND
FILED



Simonics, Simonics, Ratnecht & Associates, Inc.

Certified Public Accountants

8750 Perimeter Park Boulevard Jacksonville, FL 32216-6347

Phone: 904-928-1040 Fax : 904-928-0939

www.simonics.net

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

SUBJECT: NOAH'S HEART, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 to cover the fees for filing and certified copy.

Regards,

A handwritten signature in black ink, appearing to read "N.T. Simonics". The signature is fluid and cursive.

Nicholas T. Simonics
Certified Public Accountant

NTS/gs
enclosures

APPROVED
AND
FILED

ARTICLES OF INCORPORATION

03 JAN 30 PM 12: 34

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOAH'S HEART, INC.
(A Florida Corporation Not For Profit)

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby constitute a Not-for-Profit Ministry to operate in accordance with the laws of God and in a not-for-profit corporate form pursuant to the applicable provisions of the Statutes of the State of Florida relative to corporations not for profit; and Section 501(C)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law and I hereby covenant and agree as follows:

ARTICLE I - NAME

The name of this corporation is: **NOAH'S HEART, INC.** and its principal office shall be in the City of Jacksonville Beach, Duval County, Florida, or at such other place as the Board of Trustees may decide.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESSES

The office and mailing address of the principal office is:

**101 25TH AVENUE, SOUTH, #J-2
JACKSONVILLE BEACH, FLORIDA 32250**

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV - PURPOSES

The objectives and purposes for which this Corporation is constituted and organized are:

1. The purposes for which the Corporation is organized are exclusively religious, charitable, and educational with the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.
2. To sing, teach, preach, proclaim, publish, make known, distribute, and disseminate by oral, written or other means the Gospel of our Lord Jesus Christ and His Kingdom and all truths based upon and

- contained within the Word of God, the Holy Bible, as interpreted by this Corporation;
3. To preserve a clear and separated testimony against idolatry, apostasy, and corruption in the world;
 4. To support and encourage communication and extension of the Christian life and witness by sound and comprehensive preaching, singing ministry, and teaching of the Holy Bible and of the Gospel of the Lord Jesus Christ to all men by all means which will accomplish such communication, extension, teaching and preaching, including the production of recordings, books and other materials; and the holding and conducting of seminars, study groups, work shops and meetings.
 5. To educate, teach, counsel, and instruct all people by any and all means, about the doctrines, teachings and information contained in the Holy Bible and derived from this historic Christian faith;
 6. To act with charitable concern for, and to help all men in need of any help which this Ministry can give, regardless of race, social positions, or religious affiliation.
 7. To recognize, support and cooperate with various ministries established by God to equip believers to fulfill their respective functions as members of the body of Christ and to bring the whole body of Christ to maturity and completion;
 8. To engage in such other businesses, whether related thereto or not, as may be approved by the Board of Trustees and which businesses are permitted by law within the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE V - OFFICERS

The affairs of this corporation shall be administered by its officers which shall be a president, vice president, a secretary/treasurer, all of whom shall be members of the Board of Trustees; and such other assistants or administrative officers as are determined by the Board of Trustees from time to time. The Board of Trustees shall appoint the officers and the officers shall serve at the pleasure of the Board of Trustees; provided, however, that any person dealing with the 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.

ARTICLES VI - BOARD OF TRUSTEES

The Board of Trustees 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 number of Trustees of this corporation shall not be less than three at any time. Until further amendment of the By-Laws, the number of Trustees may vary from time to time between a minimum of three and a maximum of nine. The manner of election will be stated in the By-Laws.

The initial Trustees of the corporation are:

Cara Lynne Clark	101 25 th Avenue, S., #J-2, Jacksonville Beach, FL 32250
Heather Lynne Gonzalez	101 25 th Avenue, S., #J-2, Jacksonville Beach, FL 32250
Gloria Kennedy	714 Old Hickory Road, Jacksonville, FL 32207

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

**CARA LYNNE CLARK
101 25TH AVENUE S., J-2
JACKSONVILLE BEACH, FLORIDA 32250**

ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. The Board of Trustees may authorize any officer or officers, agency or agents of the corporation, to enter into contracts or execute and deliver instruments in writing in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. Where an officer/trustee/incorporator has a financial interest in property, that person will not represent this corporation when negotiating agreements/contracts for the use or sale of any such property.
2. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by each officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.
3. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.
4. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.
5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons.

ARTICLE IX - BY-LAWS

The Board of Trustees shall provide the By-Laws for the conduct of its business and the business of this Corporation as the Board of Trustees 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 Trustees present at any regular meeting or any special called meeting which is called for that purpose.

ARTICLE X - ACTIVITIES

1. 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 or the corresponding provision of any future United States Internal Revenue law.
2. 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 or in opposition to any candidate for public office.

ARTICLE XI - COMPENSATION

1. Any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, trustees or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.
2. The majority of the Board of Trustees will not receive a salary in their capacity as trustees and will not be related to salaried personnel, to parties providing services to the organization or to recipients of assistance from the organization, that salaried personnel may not vote on their own compensation, and that all compensation decisions will be made by the Board of Trustees.

ARTICLE XII - DISSOLUTION

This Corporation may be dissolved only pursuant to the agreement of the Board of Trustees. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a 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 or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII - INCORPORATOR

The name and the street address of the incorporator of these articles of incorporation is:

**CARA LYNNE CLARK
101 25TH AVENUE S., J-2
JACKSONVILLE BEACH FLORIDA 32225**

The undersigned incorporator has executed these Articles of Incorporation this 28th day of January, 2003.


CARA LYNNE CLARK

APPROVED
AND
FILED

CERTIFICATE OF DESIGNATION OF

63 JAN 30 PM 12:34

REGISTERED AGENT/REGISTERED OFFICE
STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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:

NOAH'S HEART, INC.

2. The name and address of the registered agent and office is:

**CARA LYNNE CLARK
101 25TH AVENUE S., J-2
JACKSONVILLE BEACH, FLORIDA 32250**

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

Cara Lynne Clark

Date

1/23/03