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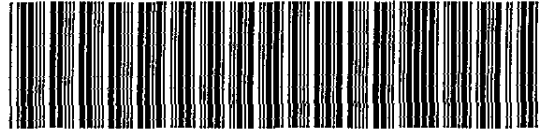
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February 5, 2003

Secretary of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: PENNBROOKE COMMUNITY CHURCH, INC.

Dear Division of Corporations:


Enclosed is the executed original and one copy of the Articles of Incorporation for the above referenced corporation.

I have also enclosed my check made payable to the Secretary of State in the amount of \$78.75 to cover the costs of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Designation	<u>\$ 35.00</u>
TOTAL	\$ 78.75

Please return the certified copy to my office. Thank you for your kind cooperation.

Sincerely,
THE MILLHORN LAW FIRM



Michael D. Millhorn
Attorney at Law

encl.

ARTICLES OF INCORPORATION
OF
PENNBROOKE COMMUNITY CHURCH, INC.

ARTICLE I - NAME

The name of this corporation shall be:

PENNBROOKE COMMUNITY CHURCH, INC.

ARTICLE II - PURPOSES

The Corporation is a not-for-profit Corporation, pursuant to *Chapter 617, Florida Statutes*, and the purposes of the Corporation are:

1. Preach the Gospel of Jesus Christ.
2. To do all such things as are incidental or conducive to the attainment of the above.
3. This Corporation does not contemplate the distribution of gains, profits, or dividends to the members thereof, and is organized for non-profit purposes; no part of any net earnings or assets thereof, shall inure to the benefit of any members or any other individual. This Corporation is organized under Section 501(c)(4) of the Internal Revenue Code and the Regulations thereunder.

ARTICLE III - DURATION

The duration of the Corporation is to be perpetual. The date and time of the corporate existence is the time these Articles of Incorporation are filed with the Secretary of State's office.

ARTICLE IV - MISSION STATEMENT/CREED

1. The Pennbrooke Community Church (P.C.C.) shall provide a comfortable setting for all of the community's residents to worship.

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2. The services shall be conducted in a manner acceptable to those attending who represent many Christian denominations. The atmosphere is to be casual and welcoming.

3. The doctrine preached and practiced shall be the personal acceptance of Jesus Christ as one's Lord and Savior. The communion table is open to all believers.

4) The service shall provide an opportunity to worship with all peoples (Christian and non-Christian) within the immediate and extended community. Outreach shall be limited to the P.C.C. and extended Leesburg communities.

5) Financial support shall follow the prescribed allocation for worship services including, but not limited to, a donation to the pastor, facility maintenance and equipment; and to the greater Leesburg community as determined by the Board of Trustees and approved by the congregation.

6) The Board of Trustees members shall be full-time residents of Pennbrooke Fairways, be willing to serve a term of two years and only one member of a family (husband, wife, brother, sister) shall be allowed to serve at the same time.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the Registered Office of this Corporation is

501 State Road 44
Leesburg, Florida 34748

and the name of the Registered Agent at that address is:

RONALD J. NICOL

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall be managed by a Board of Directors which shall consist of the Officers and of seven (7) elected trustees. The Directors shall be elected annually as directed by

the by-laws. The Directors shall act on behalf of the Corporation only as directed by the by-laws of the corporation. The initial Board of Directors of the Corporation are seven (7), and the names and addresses of the persons who are to serve as the initial Directors are:

PRESIDENT & TRUSTEE:	RONALD J. NICOL 32819 Crooked Oaks Lane Leesburg, Florida
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VICE PRESIDENT & TRUSTEE:	JAMES C. TUCKER 851 Grand Vista Trail Leesburg, Florida
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SECRETARY & TRUSTEE:	MARY O. DUERR 508 Grand Vista Trail Leesburg, Florida
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TREASURER & TRUSTEE:	MARLENE J. WEED 718 Grand Vista Trail Leesburg, Florida
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TRUSTEE:	WILBUR L. BOOTH 32755 Timberwood Drive Leesburg, Florida
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TRUSTEE:	JOSEPHINE C. JOHNSON 32705 Timberwood Drive Leesburg, Florida
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TRUSTEE:	SHIRLEY M. SIMONE 32739 Timberwood Drive Leesburg, Florida
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ARTICLE VII - STOCK

This Corporation is organized under a non-stock basis.

ARTICLE VIII - OFFICERS

The Officers of this Corporation shall be a President, Vice-President, Treasurer, and Secretary. The Officers of the Corporation shall be elected by the Corporation, annually pursuant to the by-laws.

ARTICLE IX - DISSOLUTION

In the event of the Dissolution of this Corporation, after paying or adequately providing for the debts or obligations of this Corporation, the Directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this Corporation unto:

(1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes or;

(2) A Corporation, Trust, or Community Chest, Fund, or Foundation:

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States;

(b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual;

(d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in sub-paragraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund, or foundation, organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the Corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by the decree of the superior court in the county in which the dissolved Corporation had its principal office, upon petition therefor, by the Attorney General, or any person concerned in the liquidation.

ARTICLE X - INCORPORATORS

The name and address of the Incorporator is:

RONALD J. NICOL, 32819 Crooked Oaks Lane, Leesburg, Florida

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 3rd day of February, 2003.


RONALD J. NICOL

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.


RONALD J. NICOL

DATED THIS 32 DAY OF February, 2003.

STATE OF FLORIDA
COUNTY OF SUMTER

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BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared RONALD J. NICOL, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 32 day of February, 2003.

(SEAL)


NOTARY PUBLIC
My Commission Expires:



Christine S. Youngblood
MY COMMISSION # DD124936 EXPIRES
July 30, 2006
BONDED THRU TROY FAIN INSURANCE, INC.