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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

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

SUBJECT: Articles of Incorporation

From: Evangelist Elaine Watts

Name: Highway Holiness ^{Apostolic} Church of Port Charlotte, P.A.F.W., Inc.

Address: 17500 Richland Drive

City, State, Zip: Port Charlotte Florida 33953

Telephone Number: (941) 625-9801



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

February 25, 2003

ELAINE WATTS
17500 RICHLAND DR
PORT CHARLOTTE, FL 33953

SUBJECT: HIGHWAY HOLINESS APOSTOLIC CHURCH OF PORT
CHARLOTTE OF P.A.F.W., INCORPORATION
Ref. Number: W03000005484

We have received your document for HIGHWAY HOLINESS APOSTOLIC CHURCH OF PORT CHARLOTTE OF P.A.F.W., INCORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

You must list at least one incorporator with a complete business street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 203A00012173

March 1, 2003

Ms. Cynthia Blalock
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

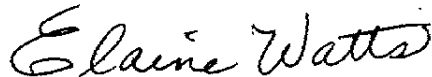
Subject: Highway Holiness Apostolic Church of Port Charlotte of P.A.F.W.,
Incorporation

Dear Ms. Blalock:

The revisions required have been made to the Articles of Incorporation and the Articles
are resubmitted herein.

Thank you.

Cordially yours,



Elaine Watts
Incorporator
17500 Richland Drive
Port Charlotte, FL 33953

RECEIVED
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HIGHWAY HOLINESS APOSTOLIC CHURCH OF PORT CHARLOTTE OF
P.A.F.W., INCORPORATION

ARTICLE I

Place of Worship

SECTION 1. Principal Place of Worship. The principal place of worship of the Religious Corporation shall be 17500 Richland Drive, Port Charlotte, Florida 33953.

SECTION 2. Other Places of Worship. The Religious Corporation may also have a place or places of worship as the purposes of the Religious Corporation may require, and the Board of Trustees may from time to time appoint.

ARTICLE II

Members

SECTION 1. Annual Meeting. The annual meeting of the Members of the Religious Corporation shall be held on a day duly designated by the Board of Trustees in December of each year. The purpose of the Annual Meeting shall be for the purpose of electing Trustees to succeed those whose terms shall have expired as of the date of such annual meeting, and for the transaction of such other corporate business as may come before the meeting.

SECTION 2. Special Meetings. Special meetings of the Members may be called at any time for any purpose or purposes by a majority of the Board of Trustees, but shall be called forthwith upon the request in writing of a majority of all the members entitled to vote on the business to be transacted at such meetings. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of Members shall be confined to the purpose or purposes stated in the notice of the meeting.

SECTION 3. Place of Holding Meetings. All meetings of Members shall be held at the principal place of worship or elsewhere in the United States as designated by the Board of Trustees.

SECTION 4. Notice of Meetings. Written notice of such meeting of the Members shall be given to each Member at least ten (10) days before such meeting. Each such notice shall state the place, day and hour at which the meeting is to be held, and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

SECTION 5. Quorum. The presence in person or by proxy of a majority of the Members of the Religious Corporation shall constitute a quorum at all meetings of the Members except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the Members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

SECTION 6. Conduct of Meetings Meetings of the Members shall be presided over by the Pastor or, if the Pastor is not present, by the Assistant Pastor. The Secretary shall record all proceedings in the Record Book.

SECTION 7. Voting At all meetings of Members, every Member entitled to vote thereat shall have one (1) vote. Such vote may be cast either in person or by proxy appointed by an instrument in writing subscribed by such Member or his duly authorized attorney, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these By-Laws.

If the chairman of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of ten percent (10%) of all of the Members entitled to vote on such election or matter. In either of such events, the proxies and ballots shall be received and be taken in charge and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the tellers. The chairman of said meeting shall appoint such tellers.

SECTION 8. Identity of Members. The Members of the Religious Corporation shall be those persons qualified as such under the terms and conditions established by the Articles of Incorporation of the Religious Corporation.

ARTICLE III

Board of Trustees

SECTION 1. General Powers. The property and business of the Religious Corporation shall be managed under the direction of the Board of Trustees of the Religious Corporation, who shall exercise all powers permitted under the Maryland Corporation law. The Board of Trustees may, from time to time, appoint or employ such persons in such capacities, as the Board may consider necessary to assist in the proper conduct of the activities and management of the Religious Corporation. The terms and conditions of any such appointment shall be at the discretion of the Board.

SECTION 2. Number and Term of Office. The number of Trustees shall be never less than three (3), nor more than eleven (11), as may be designated from time to time by resolution of a majority of the entire Board of Trustees. The Trustees shall serve for a period of one (1) year or until the next annual meeting. At each annual meeting, the successor Trustees shall be elected to hold office for a term of one (1) year, plus the entire Board will be elected annually. The Pastor shall, in any event, be a Trustee of the Religious Corporation.

SECTION 3. Filling of Vacancies. In the case of any vacancy in the Board of Trustees through death, resignation, disqualification, removal or other cause, the remaining Trustees, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Trustee whose place shall be vacant, and until the election of his successor, or until he shall be removed, prior thereto. Similarly, and in the event of the number of Trustees being increased as provided in these By-Laws, the additional Trustees so provided for shall be elected by a majority of the entire Board of Trustees already in office until the next annual meeting of Members.

Any Trustee may be removed from office with or without cause by the affirmative vote of a majority of the Members entitled to vote at any special meeting of Members called for the purpose of such removal.

SECTION 4. Place of Meetings. The Board of Trustees may hold their meetings and have one or more offices, and keep the books of the Religious Corporation, either within or outside the State of Florida, at such place or places as they may from time to time determine by resolution or by written consent of all of the Trustees. The Board of Trustees may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Florida Corporation law.

SECTION 5. Regular Meetings. Regular meetings of the Board of Trustees may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed or hand delivered to each Trustee at least three (3) days before the first meeting held pursuant thereto. The annual meeting of the Board of Trustees shall be held immediately following the annual stockholders' meeting, at, which a Board of Trustees is elected. Any business may be transacted at any regular meeting of the Board.

At each meeting, minutes shall be kept in the Record Book by the Secretary.

SECTION 6. Special Meetings. Special meetings of the Board of Trustees shall be held whenever called by two (2) or more Members of the Board of Trustees. The Chairman of the Board shall give notice of each special meeting of the Board of Trustees. The Chairman of the Board shall give notice of each special meeting of Trustees by mailing or hand delivering the same at least three (3) days prior to the meeting or by telephoning the same at least two (2) such names and duties as may be determined from time to time by resolution adopted by the Board of Trustees.

ARTICLE IV

Chairman of Board of Trustees

SECTION 1. Election. A chairman of the Board of Trustees shall be elected by a majority vote of the Trustees, at the first meeting of the Board following each Annual Meeting.

SECTION 2. Powers and Duties. The Chairman of the Board shall preside at all meetings of the Board of Trustees unless the Board of Trustees shall by a majority vote of a quorum thereof elect a chairman other than the Chairman of the Board to preside at meetings of the Board of Trustees. He may sign and execute all authorized bonds, contracts or other obligations in the name of the Religious Corporation; and he shall be ex-officio a member of all standing committees.

The Chairman of the Board shall cause the necessary notice to be given of meetings of the Board of Trustees.

ARTICLE V

Bank Accounts and Loans

SECTION 1. Bank Accounts. Such agents of the Religious Corporation as from time to time shall be designated by the Board of Trustees shall have authority to deposit any funds of the Religious Corporation in such banks or trust companies as shall from time to

time be designated by the Board of Trustees and such agents as from time to time shall be authorized by the Board of Trustees may withdraw any or all of the funds of the Religious Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Religious Corporation, and made or signed by such agents; and each bank or trust company with which funds of the Religious Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts, or other instruments or orders for the payment of money, when drawn, made or signed by such agents; and each bank or trust company with which funds of the Religious Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by agents so designated by the Board of Trustees until written notice of the revocation of the authority of such officers or agents by the Board of Trustees shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies, in which funds of the Religious Corporation are deposited, the signatures of the agents of the Religious Corporation so authorized to draw against the same. In the event that the Board of Trustees shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the Chairman of the Board and countersigned by the Pastor and one other Trustee.

SECTION 2. Loans. Such agents of this Religious Corporation as from time to time shall be designated by the Board of Trustees shall have the authority to effect loans, advances or other forms of credit at any time or times for the Religious Corporation from such banks, trust companies, institutions, corporations, firms or persons as the Board of Trustees shall from time to time designate, and as security for the repayment of such loans, advances or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of

any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidences of debt at any time held by the Religious Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Religious Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt any time held by the Religious Corporation and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the agents so authorized; and each such bank or trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Trustees of the authority of such agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE V

Miscellaneous Provisions

SECTION 1. Fiscal Year. The fiscal year of the Religious Corporation shall end on the last day of December.

SECTION 2. Notices. Whenever, under the provisions of these By-Laws, notice is required to be given to any Trustee or Member, it shall not be construed to mean personal notice~ but unless otherwise specified in the Charter or these By-Laws, such notice shall be given in writing, by United States first class mail, by depositing the same in a post office or letter box, postage prepaid, or hand delivered, addressed to each Member, or Trustee at such address as appears in the records of the Religious Corporation, or in default of any other address, to such Trustee or Member at the general post office in the Port Charlotte, Florida, and such notice shall be deemed to be given at the time the same

shall be thus mailed. Any Member or Trustee may waive any notice required to be given under these By-Laws.

ARTICLE VI

Registered Agent

The initial Registered Agent with Florida street address and signature below accepting the duties and responsibilities of Registered Agent is:

Elaine Watts
17500 Richland Drive
Port Charlotte, Florida 33953

ARTICLE VII

Incorporator

The incorporator with business street address is:

Elaine Watts
17500 Richland Drive
Port Charlotte, Florida 33953

ARTICLE VIII

Amendments

SECTION 1. Amendment of By-Laws. The Board of Trustees shall have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, and may from time to time make additional By-Laws.



Evangleist Elaine Watts
Incorporator
17500 Richland Drive
Port Charlotte, FL 33953