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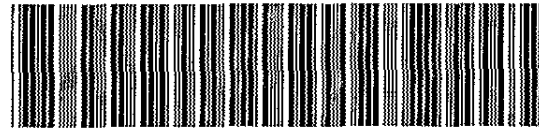
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TALLAHASSEE, FLORIDA

SMITH MAR 31 2003

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

SUBJECT: Starfish Ministries, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy,
& Certificate

FROM: Jeffrey Gordon Rothwell
1100 42nd Avenue N.E.
St. Petersburg, FL 33703
(727) 894-0432

**ARTICLES OF INCORPORATION
OF RELIGIOUS CORPORATION
STARFISH MINISTRIES, INC.
(Florida Non-Profit Corporation)**

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation not for profit under and by virtue of the laws of the State of Florida.

THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE 1. NAME AND ADDRESS

The name of this corporation shall be Starfish Ministries, Inc.

The physical address of this corporation is 1100 42nd Avenue N.E., St. Petersburg, FL 33705

ARTICLE 2. PURPOSE

The specific purpose for which the corporation is initially organized is to make a difference in our community and in others lives in the name of Jesus Christ and to also engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith which are consistent with Section 501(c)(3) of the Internal Revenue Code. This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue law. The purpose for which this corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 3. QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION

The members of the corporation shall consist of any adult accepted by the Board of Directors expressing a desire to help further the purposes for which the corporation was organized, and who displays a willingness to regularly contribute time and served in this regard. A mature person who, of noble character and good reputation within the community, is willing to contribute time and money for this purpose may, upon request, be admitted to membership by vote of a majority of the Board of Directors.

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TALLAHASSEE, FLORIDA

Each member shall be entitled to at least one vote as a member of the corporation. The exact number of votes to be cast by the members and the manner of exercising voting rights shall be determined by the Bylaws of the corporation.

ARTICLE 4. TERM

The date of commencement of corporate existence shall be when these Articles have been filed with the Department of State and approved by it and the respective filing fee has been paid; the term for which the corporation is to exist shall be perpetual. This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

In the event of dissolution of the corporation, no part of the corporation's earnings or assets shall inure to the benefit of any of its members; the residual assets of the corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

ARTICLE 5. NON PROFIT ORGANIZATION

No part of the net earning of the corporation shall ever inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, 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 the purposes set forth in Article 2. No substantial 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 of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws.

ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT

The name of the Initial agent of the corporation is Jeffrey Gordon Rothwell, and the street address of the Initial Registered Office of the corporation is 1100 42nd Avenue N.E., St. Petersburg, FL 33703.

ARTICLE 7. INCORPORATORS

The names and residence addresses of the subscribers to these Articles are as follows:

NAME	ADDRESS
Jeffrey & Lauren Rothwell	1100 42 nd Avenue N.E. St. Petersburg, FL 33703
Kyle & Jennifer Robinson	4000 40 th Way S. St. Petersburg, FL 33707
Malcolm & Rebecca Schaad	4733 58th Way N. St. Petersburg, FL 33709
Mike & Nancy Lathrop	8044 13th Avenue S. St. Petersburg, FL 33707
Carlos & Yolanda Agatep	6590 20th Street N. St. Petersburg, FL 33702
Todd & Jeanette Ringeisen	3233 Melton Street St. Petersburg, FL 33704

ARTICLE 8. OFFICERS

The officers whose positions and duties are set forth in the Bylaws will manage the affairs of this corporation. The Board of Directors shall elect the officers at its first meeting. If a vacancy occurs in any office it shall be filled by the Board of Directors. The names of the officers who are to serve until the first such election are as follows:

NAME	OFFICE
Jeffrey Rothwell	President
Kyle Robinson	Executive Vice President
Malcolm Schaad	Secretary
Todd Ringeisen	Treasurer

ARTICLE 9. DIRECTORS

The Board of Directors of the corporation shall consist of no less than three (3) directors as determined by the Bylaws. Directors shall be elected at the annual meeting of the members in the manner set forth in the Bylaws. Directors may be removed and the vacancies shall be filled in the manner provided by the Bylaws.

The Directors named in these Articles shall serve as Directors for the ensuing year, or until the first annual meeting of the corporation, and any vacancies before then shall be filled in the manner set forth in the Bylaws.

The Board of Directors shall have the authority to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which this compensation shall be paid. Any Director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

The names and addresses of the first Board of Directors are as follows:

NAME	ADDRESS
Jeffrey & Lauren Rothwell	1100 42 nd Avenue N.E. St. Petersburg, FL 33703
Kyle & Jennifer Robinson	4000 40 th Way S. St. Petersburg, FL 33707
Malcolm & Rebecca Schaad	4733 58th Way N. St. Petersburg, FL 33709
Mike & Nancy Lathrop	8044 13th Avenue S. St. Petersburg, FL 33707
Carlos & Yolanda Agatep	6590 20th Street N. St. Petersburg, FL 33702
Todd & Jeanette Ringeisen	3233 Melton Street St. Petersburg, FL 33704

ARTICLE 10. BYLAWS

The first Bylaws of the corporation shall be adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in the manner provided by such Bylaws.

ARTICLE 11. AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by statute or in the following manner:

Every amendment shall be approved by the Board of Directors, proposed by them to the members and approved at a membership meeting for which due notice of the proposed amendment was given, by affirmative vote of a quorum of the members present.

Provided, however, that no amendment shall make any changes in the qualifications for

membership nor voting rights of members without approval in writing by all members.

WE, THE UNDERSIGNED, for the purposes of becoming a corporation not for profit under the provisions of the laws of Florida, do make and affix our signatures to acknowledge and file in the office of the Secretary of State these Articles of Incorporation.

WITNESS our respective hands and seals on the dates and places indicated below.


JEFFREY GORDON ROTHWELL


KYLE ROBINSON


MALCOLM SCHAAD

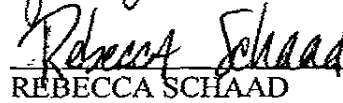

MICHAEL LATHROP


CARLOS AGATEP


TODD RINGEISEN


LAUREN ROTHWELL


JENNIFER ROBINSON


REBECCA SCHAAD


NANCY LATHROP


YOLANDA AGATEP


JEANETTE RINGEISEN

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with the accept the appointment as Registered Agent and agree to act in this capacity.


JEFFREY GORDON ROTHWELL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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