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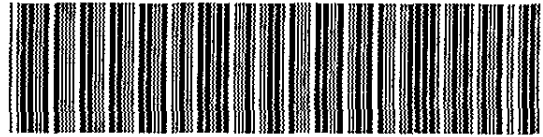
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CHURCH AND MINISTRY CONSULTANTS

a division of

BEYTH ANOWTH MINISTRIES, INC.

P.O. Box 2028

Blairsville, Georgia 30514-2028

Tel: (706) 745-1359

Fax: (706) 781-1076

Email: churchrx@stc.net

May 27, 2003

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

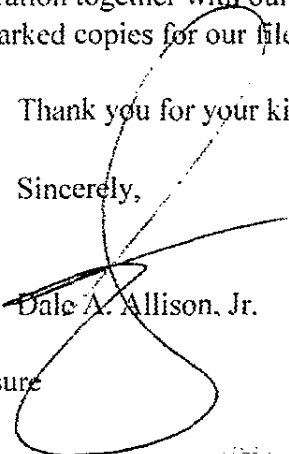
Re: Articles of Incorporation
Mighty Eagle Ministries, Inc.

Dear Sirs:

Enclosed find an original and two copies of the Articles of Incorporation for the above corporation together with our check for \$70.00 as your fees therefor. Please file the same returning the file marked copies for our files.

Thank you for your kind attention to this matter.

Sincerely,


Dale A. Allison, Jr.

enclosure

ARTICLES OF INCORPORATION
OF
MIGHTY EAGLE MINISTRIES, INC.

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We, the undersigned, do hereby associate ourselves together to form a corporation not for profit under the laws of the State of Florida, and do hereby execute and adopt the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation shall be : MIGHTY EAGLE MINISTRIES, INC.

ARTICLE II
CORPORATE PURPOSE

PURPOSE: The purposes for which the corporation is organized are exclusively religious, 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.

The purposes for which the ministry is organized are as follows:

- (a) To disseminate the Gospel of Jesus Christ and the Word of God, to the end that people may be evangelized and believers may be conformed to the image of Jesus Christ (Mark 16:15-16, Isaiah 6:8, Acts 13:47, II Corinthians 5:20); to regularly assemble for fellowship to worship God in Spirit and in truth (Hebrews 10:25) and to cooperate in the building up of the whole body of Christ (Ephesians 2:19-22).
- (b) To print, publish, and distribute and sell books, magazines and other literature in connection with the purposes of this corporation; to sell, record and reproduce tapes, radio, and television programs in connection with the purposes of this corporation to produce and distribute radio and television programs (Deuteronomy 31:19; I Chronicles 16:23-24; Psalm 68:4; Revelation 14:2).
- (c) To establish, maintain and conduct seminars for the instruction of children and adults for religious instruction. (Psalms 40:9-10; I Peter 4:6; John 14:26)
- (d) To establish an apostolic mission (Matthew 10:7, Luke 9:2, I Corinthians 1:17-18, I Timothy 1:11, Mark 6:13) providing for church planting (Acts 11:21, 15:41, 16:5, 18:8-11), establishing spiritual covering for and authority over members of the five fold ministry and groups seeking association in the fellowship (Acts 15:6,22-29, I Corinthians 4:17, 9:2, 12:28, I Thessalonians 3:1-2), and setting qualified men as recognized by God in the office given them by God (I Timothy 4:14, II Timothy 1:6, 2:2, Titus 1:5, Acts 5:5-6, 13:1-3, 14:23).
- (e) To provide for and make available the following on a national and international basis:
 - 1. To promote, foster, encourage and exhort members of the five-fold ministry, ministers, ministries of helps, Christian workers and church workers through instructional seminars and workshops, and fellowship oriented programs in order to perpetrate spiritual growth and increase knowledge, wisdom and understanding, and to provide for a season of refreshing for the whole man, spirit, soul and body. (Acts 15)
 - 2. To certify, license and ordain men of God into positions of ministry and ministry of helps from within and out of the local church based upon calling, education and training and to oversee and evaluate spiritual growth and maturity. (Acts 6:1, 11:29)
 - (a) To provide for the certification of Christian workers. (I Corinthians 8:4)
 - (b) To license men called of God as ministries of helps and to provide the proper training, instruction, and education to these men for subsequent entry into the five-fold ministry. (I Corinthians 12:28, Luke 1:54, Acts 20:35, I Timothy 6:2)
 - (c) To ordain men called of God who are fully trained, thoroughly furnished, and properly educated to assume positions of responsibility in the five-fold ministry according to those endeavors which God has called them to do. (Ephesians 4:11, I Corinthians 12:28)
 - (d) To review the performance and progress of those previously certified, licensed or ordained, and to renew certifications, licenses, and ordinations based upon spiritual growth and

maturity as reflected by experience and progress in the Word of God, and spiritual application of wisdom, knowledge and understanding. (I Corinthians 12:28, Colossians 1:9)

3. To provide and foster continuing education programs as a basis for inspiration, a sharing of information and the dissemination of applicable information and to provide programs of instruction to the benefit of all involved in the Christian faith, and to provide exhortation for the sake of the Gospel, the Kingdom of God and the Christian faith. (II Timothy 1:13, 2:2, Proverbs 9:9)

4. To foster unity among various interdenominational ministries; to provide a forum for exchange of information and ideas concerning the work of the ministry; to periodically hold conventions for members of the five-fold ministry, ministers of helps, Christian workers, and church workers for the purpose of continuing education in how to operate a ministry within the framework of the Kingdom of God, and to provide assistance, guidance and counseling to those working in or relating to any aspect of Christian ministry. (Ephesians 4:12-13, Acts 15)

5. To associate together for the mutual benefit of ministers, clergy, pastors, evangelists, teachers and those associated in any ministerial associations or societies for their mutual benefit as such, and to assist them in the establishment, exhortation and edification of churches, religious organizations, societies and self; to provide continuing education, seminars, retreat and instructional programs to aid and assist in continuing spiritual growth and to disseminate information relative to matters pertaining to the Christian faith and religion. (I Corinthians 14:12, Psalms 37:30, Proverbs 15:22)

6. To accept transfer of other individuals who are ordained by other recognized ministerial bodies, associations and organizations; to interest and unite people of all races, sexes, creeds, and national origins to the end that a nobler manhood and womanhood may be developed and a more perfect love of home, family, country, and church may be fostered.

7. To perpetrate and stimulate the physical and spiritual growth of the local church and to train and assist those within the local church who are called of God into positions of workers, ministries of helps, into the five-fold ministry. (I Peter 4:6, John 14:26)

(f) To carry on charitable work for the poor and lost (Leviticus 25:35; Matthew 25:34-40; Galatians 6:10; Mark 14:7) such as Feed the Hungry Soup Kitchen, Food Pantry, Clothes Closet (Matthew 25:35; Psalm 146:7; Luke 3:11, 4:18)

(g) To conduct pastor training seminars for national pastors; and to conduct all missionary outreach programs necessary to the dissemination of the Word of God throughout the world. (Luke 6:40; Psalms 32:8; Proverbs 1:5)

(h) To propagate the Word of the Gospel through seminars, radio, tv, establishment of ministry literature, and other forms of mass media for the purpose of educating the individual in the Word of God. (Psalms 96:10; Proverbs 13:17; Mark 13:10; Acts 13:47)

(i) To own and operate Radio and Television Stations for the purpose of the dissemination of the Gospel of Jesus Christ through word and music (Psalms 96:10; Proverbs 13:17; Mark 13:10; Acts 13:47; Deuteronomy 31:19; I Chronicles 16:23-24; Psalms 68:4; Revelation 14:2)

(j) To operate under the name as set forth in Article I above; to adopt and assume names in the furtherance of its nonprofit, tax-exempt purposes (Genesis 17:5, 32:28; Acts 13:9; Matthew 1:23; Revelation 2:17); to exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the church is established, provided that such incidental powers shall be exercised in a manner consistent with its tax exempt status as a religious organization as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, of the United States of America.

The several clauses contained in this Article shall be constructed both as purposes and powers and powers and the statements contained in each clause, shall except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers.

(k) To receive tithes, offerings, and property by gift devise or bequest subject to the laws relating to the transfer of property by gift or will. (Acts 4:34-37; II Chronicles 31:3-7; Leviticus 27:30; I Corinthians 16:1-2; Luke 6:38)

(l) To act as Trustee under any trust incidental to the principal objects of the ministry and to receive, hold, administer and expend funds and property subject to such trust. (Acts 4:34-37)

(m) To purchase or otherwise acquire lands and interest in lands whether leasehold, in fee, or otherwise, situated within or without the State of Florida and to own, hold, improve by building or otherwise and to deal in and with or to lease out or otherwise use for corporate and income purposes, or to encumber, sell and dispose of any such real estate or improvements or any interest therein, or to lease the same either as landlord or tenant; and to purchase construct, and otherwise acquire and to own, maintain, and operate buildings of any character, for the corporate purposes.

(n) To employ qualified counsel and other necessary personnel to carry out the purposes of this ministry. (Titus 3:13; James 5:4)

(o) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold, or investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, let, lend, report, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible wherever situated and however held, including, but not limited to money, credits, chooses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm, or documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof and every character of interest therein and appurtenance thereto including but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof and any interest in or part of any of the foregoing and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners holders thereof (Ezra 8:28)

(p) To further all religious and charitable work and for such purposes to adopt and establish Bylaws, rules, regulations in accordance with the law and not inconsistent with this Articles of Incorporation. (Joshua 1:7-8, Habakkuk 2:2-3, Romans 7:12, 10:4)

(q) To do all those things allowed and permitted to be done by religious corporations under law and specifically those set forth in the Florida Not-For-Profit Corporation Code.

ARTICLE III TERM

The period of the duration of this corporation is perpetual, unless dissolved according to the law.

ARTICLE IV INITIAL BOARD OF DIRECTORS

The ministry shall have a Board of Directors of three (3) initially. The names and addresses of the initial Board of Directors who shall serve until the first election are :

1. Roger C. Kelly, 6310 Gamble Drive, Orlando, Florida 32818-4012
2. Gwen Kelly, 6310 Gamble Drive, Orlando, Florida 32818-4012
3. Duane Chassie, 4754 NE 49th Blvd, ~~Orlando~~ Wildwood, Florida 34785

There shall be a Board of Directors for this corporation elected by the members which shall consist of not less than three (3) and no more than seven (7) members.

Vacancies in the Board of Directors shall be filled by the appointment of a Director by the President until the next election of the Directors.

ARTICLE V PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be: 6310 Gamble Drive Orlando, FL 32818-4012

ARTICLE VI
INITIAL REGISTERED AGENT

The principal office and registered address for said corporation shall be located at 6310 Gable Dr. and the registered agent shall be Roger C. Kelly.

Duluth, FL. 32818-4012

ARTICLE VII
EXEMPT STATUS AND DISSOLUTION

This corporation is organized exclusively for religious purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 its purposes. 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 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 provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of such manner, or to such organization or organizations organized and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE VIII
LIABILITY

No member of MIGHTY EAGLE MINISTRIES, INC. shall be liable for its debts nor shall any members property be so liable.

ARTICLE IX
MANAGEMENT OF CORPORATE AFFAIRS

The affairs of the corporation shall be managed by officers elected by the Board of Directors at its annual meeting. The officers shall serve until the next annual meeting of the Board of Directors, unless removed earlier in accordance with the Bylaws.

The general officers of the corporation shall be the Chairman of the Board, President, Vice-President, Secretary and Treasurer.

The principal duties of the Chairman of the Board shall be to preside at all meetings of the members of the Board of Directors. He will have the power to disperse of assets and properties.

The principal duties of the President shall be the general supervision of the this corporation.

The principal duties of the Vice-President shall be to discharge the duties of the President in the event of the absence or disability, for any cause whatsoever, of the President.

The principal duties of the Secretary shall be to countersign all deeds, leases, and conveyances executed by the ministry, affix the seal thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation and the ministry, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the Treasurer.

The principal duties of the Treasurer shall be to keep an account of all monies, credits and property of any and every nature of the ministry which shall come into his hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand and generally of all matters pertaining to his office, as shall be required

by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the ministry.

Whenever the Board of Directors may so order, any two officers, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the Bylaws.

Roger C. Kelly, founder of this corporation, shall remain Chairman of the Board indefinitely, or until such time as he would desire to resign as Chairman of the Board, at which time he shall have the privilege of appointing the next Chairman of the Board of the corporation.

Vacancies in the Board of Directors shall be filled by the appointment of a Director by the Chairman of the Board until the next election of the Directors. The Directors shall have all the power as set forth in the Bylaws.

ARTICLE X APOSTOLIC CONTROL

In matters of visionary control and spiritual direction in the ministry, the decision of the founder, Roger C. Kelly, shall be final without regard to the decision of the Board of Directors. Although all matters will be discussed openly with the Board of Directors and a consensus sought for the decision to be made, it will be the duty of the founder, Roger C. Kelly, to use his overriding authority to make sure that the vision given him by the Lord for this ministry is not compromised by any vote of the Board of Directors. (Ezekiel 12:27-28; Habakkuk 2:2-3; Acts 26:19) The founder, Roger C. Kelly, shall be able to use his overriding authority to break any tie vote among the Board of Directors.

ARTICLE XI BYLAWS

The Bylaws of MIGHTY EAGLE MINISTRIES, INC. shall be adopted and amended by the Board of Directors.

ARTICLE XII DECLARATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XIII AMENDMENTS

Amendments to this Articles of Incorporation, shall be adopted by the Board of Directors by an affirmative vote of at least two-thirds of the Directors present and voting at a meeting at which a quorum is present. There shall be no changes to the Articles of Incorporation without the approval of Roger C. Kelly.

ARTICLE XIV INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Roger C. Kelly,
6310 Canale Ave. Orlando, FL 32818-4012

MIGHTY EAGLE MINISTRIES, INC.

Roger C. Kelly
Roger C. Kelly

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