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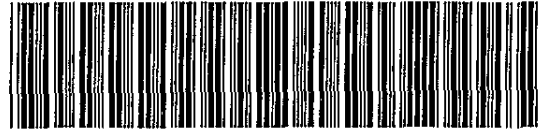
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03 JUL 18 PM 2:38
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: The House of Prayer UPC Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

ADDITIONAL COPY REQUIRED

FROM: Matt Maddix
(Name (Printed or typed))

734 62ND Ave N.
Address

St. Petersburg, FL 33702
City, State & Zip

727-526-3885
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 14, 2003

MATT MADDIX
734 62 AVE N
ST PETERSBURG, FL 33702

SUBJECT: HOUSE OF PRAYER UP~~O~~, INC.
Ref. Number: W03000019868

We have received your document for HOUSE OF PRAYER UP~~O~~, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

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.

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 003A00041384

ARTICLES OF INCORPORATION
OF
House of Prayer UPC, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of House of Prayer, Inc. (referred to as the "Corporation") under the Florida Non-Profit Corporation Act (referred to as the "Act").

ARTICLE 1

Name

The name of the Corporation is House of Prayer UPC, Inc. The principle address is 734 62nd Ave. N., St. Petersburg, FL. 33702

ARTICLE 2

Nonprofit Corporation

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Florida franchise tax.

ARTICLE 3

Duration

The Corporation shall continue in perpetuity.

ARTICLE 4

Purposes

The purposes for which the Corporation is organized are to perform charitable activities within the meaning of Internal Revenue Code Section 501(c)(3) and Florida Tax Code Section 11.18. Specifically, the Corporation is organized to form a local assembly of Christians; to establish and maintain a place of worship; and to conduct religious, educational, and charitable activities.

ARTICLE 5

Powers

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to members, directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

ARTICLE 6

Restrictions and Requirements

The Corporation shall not pay dividends or other corporate income to its members, directors, or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.

5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt purposes.

ARTICLE 7

Membership

The Corporation shall have one or more classes of members as provided in the bylaws of the Corporation. The Corporation is a church and the management of its affairs is vested in its members pursuant to Article 1396--2.14 Section C of the Revised Civil Statutes.

ARTICLE 8

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 734 62nd Ave. N., St. Petersburg, Florida 33702. The name of the initial registered agent at this office is Matthew J. Maddix. Matthew J. Maddix

ARTICLE 9

Governing Body

The Corporation shall use a governing body called the Church Board to manage the affairs of the Corporation in lieu of a board of Trustees. The qualifications, manner of selection, duties, terms, and other matters relating to the members of the Church Board shall be provided in the bylaws. The initial Church Board shall consist of three persons. The number of Church Board members may be increased or decreased by adoption or amendment of bylaws. The initial Church Board shall consist of the following persons at the following addresses:

<u>Name of Board Member</u>	<u>Street Address</u>
Matthew Maddix	12000 4 th St. N. #121, St. Petersburg, FL 33716
Jack Cunningham	3494 Woodpath Dr., Florissant, MO 63031
James Varnum	12281 SE 56 th Terrace, Belleview, FL 34420

ARTICLE 10

Limitation on Liability of Directors

A director (i.e., a member of the Church Board) is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Florida

ARTICLE 11

Indemnification

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation, regardless of the provisions in the Act governing indemnification. As provided in the bylaws, the Church Board shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members, or others related to the Corporation.

ARTICLE 12

Construction

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 13

Incorporator

The name and street address of the incorporator is:

<u>Name of Incorporator</u>	<u>Street Address</u>
Matt Maddix	734 62 nd Ave. N., St. Petersburg, FL 33716

I execute these Articles of Incorporation on June 18, 2003.


Matthew J. Maddix

Subscribed and sworn to before me, in my presence, this _____
day of _____, 20____.

Notary Public

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03 JUL 18 PM 2:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA