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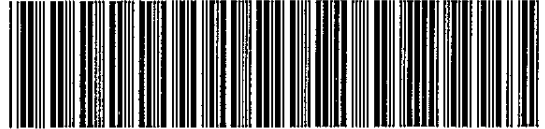
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TRANSMITTAL LETTER

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

SUBJECT: SWAP AND SHARE COMMUNITY OUTREACH, INC.
(Proposed corporate name-must include suffix)

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

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

XX-\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

From: ELDER LORENZO LEE

19390 COLLINS AVENUE, STE. 1421

SUNNY ISLES BEACH FL 33160

(305) 931-0021

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

ARTICLES OF INCORPORATION

OF

SWAP AND SHARE COMMUNITY OUTREACH, INC.

.....
The Swap and Share Community Outreach, Inc. are in voluntary association and the members of said church do voluntarily associate themselves to form a nonprofit corporation under the laws of the State of Florida and do hereby certify:

ARTICLE I - NAME OF CORPORATION

The corporate name of the Church shall be Swap and Share Community Outreach, Inc.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The principal office of said church shall be located at 19390 Collins Avenue, Ste. 1421 in the city of Sunny Isles Beach, Florida 33160, Miami-Dade County, Florida.

The mailing address of said Church shall be Post Office Box 22220 in the city of Fort Lauderdale, Florida 33335, Broward County, Florida

ARTICLE III - PURPOSE (S)

SECTION A. - THE PRIMARY PURPOSE

The primary purpose for which this corporation is formed is to: cultivate, promote, promulgate, and extend the teachings, precepts, practices and discipline of the Swap and Share Community Outreach, Inc denomination and conduct and maintain a Christian church according to said principles, creed, precepts, practices and discipline of said denomination.

This requirement shall not be deemed to preclude a statement of general purpose of power or to restrict the right of the Corporation to engage in other lawful activity.

The purchase, receive, take, acquire, hold, sell, convey or otherwise dispose of property, whether it be real, personal or mixed; to receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and to otherwise require and hold all property, real or personal, including shares of stocks, bonds, and securities of other Corporations, to wit:

Said property is to be held in trust for the use and benefit of the members of Swap and Share Community Outreach, Inc.

- ♦ To act as Trustees under any condition incidental to the principle subject of the Corporation, and to receive, hold, administer, and extend funds of property Subject to such trust;
- ♦ To Convey, exchange, lease, mortgage, encumber, transfer upon trust, or Otherwise dispose of all property, real or property;

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- ♦ To borrow money, contract debts and issue bonds, notes debentures, and secure same;
- ♦ To Contract and be contracted with;
- ♦ To do all acts necessary or expedient for the administration of the affairs and Attainment of the purpose of the Corporation;
- ♦ That the Corporation is organized pursuant to the general nonprofit Corporation Law.
- ♦ That the Corporation is a Corporation that does not contemplate pecuniary gain or Profit to the members thereof.

SECTION B. - THE FURTHER PURPOSE

Further, the purpose for which Swap and Share Community Outreach, Inc., is organized is 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.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

Upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501 C (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall to distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the incorporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV - QUALIFYING MEMBERS

Anyone shall qualify as a member of this corporation and will be admitted when he or she has satisfied membership requirements as set forth in the Official Manual of Swap and Share Community Outreach Inc.

ARTICLE V - Civil Structure

The Civil officers of the corporation shall be President, Vice-President, Clerk, Secretary, Assistant Secretary, Treasurer, and such other officers as the corporation shall establish.

(A) The President shall preside at all meetings and shall make an annual report of the status and condition of the corporation to this Board of Directors. The President shall sign all certificates, contracts, deeds and other instruments of the corporation. During the absence or disability of the President, the Vice-president shall exercise all the powers and discharge all the duties of the President based upon the general guidelines given in the Official Manual of the Swap and Share Community Outreach Inc.

(B) The Church Clerk shall keep the minutes of all meetings; shall have charge of the seal and corporate books and shall make such reports and perform such duties as are required of him/her by the corporation, and shall sign all certificates, contracts, deeds and other

instruments of the corporation. The Assistant Clerk shall perform the duties of the Secretary in his/her absence, or disability, or as directed by the corporation.

(C) The Treasurer shall have custody of all monies and securities of the corporation and shall keep regular books of account. He/she shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be required of him/her. This person shall make an accounting of all transactions as Treasurer and of the financial condition of the corporation. The Assistant Treasurer shall perform the duties of the Treasurer in his/her absence, or disability, or as directed by the corporation.

(D) The officers of the corporation shall hold offices until their successors are duly elected and qualified.

(E) The Board of Directors shall meet at least once each year. Special meetings may be called if and when the same may become necessary. Directors who shall be given the title of Trustees shall be decided upon in an annual meeting of the church in January. Elections shall be by secret ballot subject to the approval of the Pastor before each election is confirmed. If a vacancy occurs in the Board of Trustees, the remaining Trustees shall submit to the Pastor, for approval, the name of some person to fill out the unexpired term until the next annual meeting.

ARTICLE VI - BYLAWS

Bylaws of the corporation may be made, altered, or rescinded by the members of the corporation at any regular meeting with a majority of the membership present and 2/3 vote of the members present. Bylaws shall not be in conflict with or repugnant to the charter, constitution, laws and doctrines of Swap and Share Community Outreach Inc.

ARTICLE VII - AMENDMENTS

SECTION A - 2/3 VOTE REGULATION

These Articles of Incorporation may be amended upon 2/3 vote of the majority of the membership. Proposed amendments shall have been presented in writing prior to the date of the meeting at which the proposed amendment is to be acted upon.

SECTION B - AMENDMENT EFFECTIVENESS QUALIFICATION

Amendments to the Articles of Incorporation, when approved by a 2/3 vote of the members present and voting as provided in Section I, must also be forward to the Florida Secretary of States Office and filed before the same shall become effective.

ARTICLE VIII - REGISTERED AGENT

Eld. Lorenzo Lee
19390 Collins Avenue, Ste. 1421
Sunny Isles Beach Fl 33160

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the

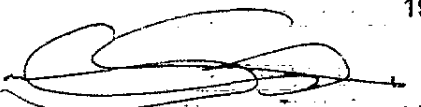
appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent

8/17/03
Date

ARTICLE IX - THE INCORPORATOR

Eld. Lorenzo Lee
19390 Collins Avenue, Ste. 1421
Sunny Isles Beach, FL 33160


Signature/Incorporator

8/17/03
Date

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CLERK OF DISTRICT COURT
MILWAUKEE, WISCONSIN