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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL & BANKER, P.A
Account Number : 075410001562
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FLORIDA NON-PROFIT CORPORATION

Metropolitan Ministries Foundation, Inc.

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ARTICLES OF INCORPORATION

OF

METROPOLITAN MINISTRIES FOUNDATION, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit, in accordance with the laws of the State of Florida.

ARTICLE 1

Name and Address

1.1 The name of this corporation shall be:

Metropolitan Ministries Foundation, Inc.

1.2 The address of this corporation shall be 2002 North Florida Avenue, Tampa, Florida 33602, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE 2

Purposes

2.1 The general nature, objects and purposes for which this corporation is exclusively organized and operated are:

2.1.1 This corporation is organized as a "supporting organization" exclusively for, and is dedicated to, the benefit of, to perform the functions of, and to carry out the purposes of, Metropolitan Ministries, Inc., a 501(c)(3) organization to which contributions are deductible under Section 170 of the Internal Revenue Code of 1986, as such Code is amended from time to time, (the "Code");

2.1.2 This corporation shall encourage and motivate the making of gifts, donations and benefactions by inter vivos gift, deed, will or otherwise, for the advancement, or promotion, of programs of and the maintenance of, the activities, operations and capital projects of Metropolitan Ministries, Inc.

2.1.3 This corporation shall conduct corporate and public fund-raising activities on behalf of Metropolitan Ministries, Inc. in support of the activities, operations and capital projects of Metropolitan Ministries, Inc.;

2.1.4 This corporation shall distribute its net income at least annually to Metropolitan Ministries, Inc.;

2.1.5 This corporation may at the discretion of the Board of Directors, distribute any of the principal of its endowment fund at any time or times to Metropolitan Ministries, Inc.;

2.2 Prohibitions.

2.2.1 This corporation is expressly prohibited from engaging in activities not in furtherance of the purposes referred to in Section 509(a)(3)(A) of the Internal Revenue Code;

2.2.2 This corporation is expressly prohibited from operating to support or benefit any organization other than Metropolitan Ministries, Inc.

2.3 This corporation is intended to be a Section 509(a)(3)(B) Supporting Organization ("Type II") supervised and controlled in connection with Metropolitan Ministries, Inc. and in meeting this requirement the Executive Committee of the Board of Directors of Metropolitan Ministries, Inc. shall be the Board of Directors of the Metropolitan Ministries Foundation, Inc.

2.4 This corporation shall receive and maintain funds of real and/or personal property and, subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable purposes.

2.5 No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

2.6 Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

2.7 In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3), 509 and 170 of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, state, or local government for exclusive public purpose.

ARTICLE 3

Substitution of Supported Public Charity

This corporation shall have the right and obligation to substitute for Metropolitan Ministries, Inc., another public charity which undertakes to operate the functions of Metropolitan Ministries, Inc. or to substitute any organization in the event such organization undertakes to directly operate the functions of Metropolitan Ministries, Inc. in the event that Metropolitan Ministries, Inc. ceases to be a 501(c)(3) public charity or ceases to operate the functions of Metropolitan Ministries or ceases to qualify as a supported organization for purposes of this corporation qualifying as a supporting organization under Section 509 of the Internal Revenue Code.

ARTICLE 4

Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to a corporation not for profit, including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to a corporation not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, [scientific] and educational purposes for which this corporation is organized; subject, however, to the following:

4.1 This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code.

4.2 This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

4.3 This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

4.4 This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

4.5 This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

4.6 This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

4.7 This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE 5

Members

The members of this corporation shall consist only of the Directors of this corporation.

ARTICLE 6

Term of Existence

The corporation shall begin existence on the date of the filing of these Articles of Incorporation with the Secretary of State of Florida and the term for which this corporation is to exist shall be perpetual.

ARTICLE 7

Incorporators

The name and address of the incorporator is as follows:

Name	Address
Robert H. Waltuch	P.O. Box 1438 Tampa, Florida 33601

ARTICLE 8

Officers and Directors

8.1 The affairs of this corporation shall be managed by a Board of Directors.

8.2 The said Directors who shall serve as provided in the bylaws.

8.3 The corporation shall be managed day-to-day by officers who shall be elected annually by majority vote of the Board of Directors. The officers thus to be elected shall be a president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be as provided in the bylaws.

8.4 The manner of filling vacancies in the Board of Directors shall be as provided in the bylaws of the corporation. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

8.5 Directors and officers of this corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

ARTICLE 9

Directors

The names and addresses of the members of the initial Board of Directors who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the members for the election of permanent Directors or until their successors have been duly elected and qualified are:

Name	Address
C. Stan Harrell	3225 S. MacDill Avenue Suite 126-255 Tampa, Florida 33629
George Adams, Jr.	4407 N. Manhattan Avenue Tampa, Florida 33614

David C. Shobe	501 E. Kennedy Blvd Suite 1700 Tampa, Florida 33602
Marc Blumenthal	5902-A Breckenridge Parkway Tampa, Florida 33610
Deborah Brewer	200 Carillon Parkway North St. Petersburg, Florida 33716
Michael Van Petten	100 N. Tampa Street Tampa, Florida 33602
David L. Redmond	2514 Prospect Road Tampa, Florida 33629

ARTICLE 10

Registered Office and Registered Agent

The name of the corporation's initial registered agent at the following address is Fowler White Boggs Banker P.A., and the street address of the corporation's initial registered office is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida, 33602, Attention: Robert Waltuch. The corporation shall keep the Department of State of the State of Florida informed of the current city, town or village, and street address of said registered office together with the name of the registered agent.

ARTICLE 11

Bylaws

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the Directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or members of the Board of Directors at least three (3) days before the meeting.

ARTICLE 12

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, add, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members and directors herein are subject to this reservation. All actions, including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

ARTICLE 13

Affiliated Transactions

The corporation expressly elects, pursuant to Section 607.0901(5)(a) of the Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation for the uses and purposes therein expressed effective as of the date of filing with the Secretary of State of Florida.

Robert H. Waltuch

Robert H. Waltuch, Incorporator

Date: 9/30/03

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TALLAHASSEE, FLORIDA

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

Metropolitan Ministries Foundation, Inc. has named Fowler White Boggs Banker P.A., located at 501 E. Kennedy Boulevard, Suite 1700, Tampa, Florida 33602 as its agent to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

FOWLER WHITE BOGGS BANKER P.A.

Robert H. Waltuch

Registered Agent
By Robert H. Waltuch for the Firm

Date 9/30/03