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(Requestor's Name)

Diane Merritt
1813 Florence Vista Blvd.
Orlando, FL 32818

(City/State/Zip/Phone #)

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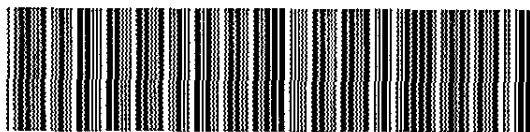
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**ARTICLES OF INCORPORATION
OF
PHILADELPHIA LIFE CHANGING MINISTRIES, INC.**

The named corporation voluntary association and members of said organization do voluntarily associate themselves to form a non-profit corporation under the laws of the State of Florida and do hereby certify:

ARTICLE I – NAME OF CORPORATION

The corporate name of the organization shall be:

Philadelphia Life Changing Ministries, Inc.

ARTICLE II – ADDRESS OF PRINCIPAL OFFICE

The principal office of said organization shall be located at:

**1219 South Street
Titusville, FL 32780**

ARTICLE III – PURPOSE

The primary purpose for which this corporation is formed is to: cultivate, promote, promulgate, and extend the teachings, precepts, practices of a Christian organization 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.

To purchase, receive, take acquire, hold sell, convey or otherwise dispose of property, whether it be real, personal or mixed; to receive 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 held in trust for the use and benefit of the members of the:

Philadelphia Life Changing Ministries, Inc.

- To act as Trustees under any condition incidental to the principal 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 personal.
- 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 organization.
- That the corporation is organized pursuant to the general non-profit 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

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The organization is exclusively for charitable, religious, educational, and/or scientific purposes under section 501C(3) of the Internal Revenue Code.

No part of the net earning of the organization shall incur the benefit of, or distribute to its members, trustees, officers or other persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purpose clause hereof. No substantial part of the activities of the organization shall not carry on propaganda, otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office. Notwithstanding and other provision of this document, the organization shall not carry on any other activities carried on (a) by an organization exempt from federal income tax under section 501C(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under section 170C(2) of the Internal Revenue Code or corresponding section of any further federal tax code. Under the dissolution of the organization, assets shall be distributed for one or more exempt purpose, within the meaning of section 501C(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to federal government, or to state or local government for a public purpose.

ARTICLE VI – QUALIFYING MEMBERS

Any one shall qualify as member of this corporation and will be admitted when he or she is accepted by membership guidelines set forth regulating membership found in the official manual of the denomination.

ARTICLE V – CIVIL STRUCTURE

The civil officers of the corporation shall be President, Vice President, 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. During the absence or disability of the President, the Vice President shall exercise all the powers and discharge all the duties of the President.
- B. The secretary 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 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 shall disburse the funds of the corporation in payment of the just demands against the accounting of all his transactions and report the financial condition of the corporation. The assistant treasurer shall perform all duties of the treasurer in his absence, 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 a year, but 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 organization in January. Elections shall be by secret ballot subject to the approval of the Pastor/President before such election is confirmed. If a vacancy occurs in the Board of Trustees, the remaining trustees shall submit to Pastor/President, for approval, the name of some person to fill out the unexpired term until the next annual meeting. The names and addresses of persons who are to act in the capacity of Directors until the selection of their successors and who shall be given the title of Trustees are:

NAME	ADDRESS/CITY & STATE	TITLE
Clifford Grimes	9424 Torrington Street Orlando, Fl 32817	President/Pastor
Anne Merritt	1803 Florence Vista Blvd. Orlando, Fl 32818	Trustee
Marvin Grimes	2815 Sherringham Road Orlando, Fl 32808	Trustee
Ida Randall	1905 Crystal Court #140 Rockledge, Fl 32955	Trustee

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.

ARTICLE VII – AMENDMENTS

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 1, must also be forwarded to the Florida Secretary of State Office and filed before the same shall become effective.

ARTICLE VIII – REGISTERED AGENT

Anne Merritt
1803 Florence Vista Blvd.
Orlando, Fl 32818

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 the 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.

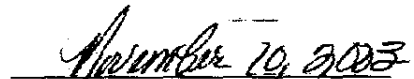

Signature/Registered Agent


Date

ARTICLE X - THE INCORPORATOR

Anne Merritt
1803 Florence Vista Blvd.
Orlando, FL 32818


Signature/Incorporator


Date

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