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FLORIDA NON-PROFIT CORPORATION

The Prayer Palace, Inc.

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION OF
THE PRAYER PALACE, INC**

ARTICLE I

Name

The name of this Corporation not-for-profit shall be THE PRAYER PALACE, INC.

ARTICLE II

Term

The term for which this Corporation shall exist shall be perpetual.

ARTICLE III

Principal Office

The principal office of the Corporation is located at 2800 Little Country Road, Parish, Florida 34219.

ARTICLE IV

Purposes

A. To establish and maintain a place of worship of Almighty God, our Father, and the Lord Jesus Christ, His only begotten Son, through the Holy Spirit, and for close Christian fellowship and edification.

B. To conduct, under the guidance of the Holy Scriptures, the work of evangelizing both home and foreign fields in obedience to the command of the Lord Jesus Christ, Matt. 28:19,20; and in harmony with the teaching and practice of His servants the Apostles. Acts 8:4, 5, 25, 35-40; 13:1-4; 16:6-10; Romans 15:18-21; 10:12-17; II Cor. 10:16.

C. The general nature of the objects and purposes of this corporation shall be: to offer spiritual counseling and prayer ministry for persons who are seeking Christian wholeness through staff composed of professional and non-professional personnel who will endeavor to create an atmosphere of love through the use of spiritual, emotional and recreational therapy in

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order to enable persons to live a more balanced life. Further, the Prayer Palace will provide a program for clinical professionals and laity in leadership or pastoral roles in the use of the charismatic gifts of healing. The chief focus of this work is to proclaim Jesus Christ as Lord, helping others attain a relationship with Him which would give them faith and hope for meeting the challenges of life.

D. To raise and solicit such moneys, donations, gifts and properties as may be necessary to conduct the purposes and activities for which this organization is incorporated.

E. To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description, and to approve, sell, dispose of, lease, exchange, rent, convey and mortgage said property or any part thereof, but only insofar as necessary to effectuate the purposes of this organization.

F. To solicit and receive contributions, grants, gifts, devises and transfers to real and personal property, either out-right or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes referred to in (A), (B) and (C) above.

G. To own and hold title to, invest and manage such real and personal property, tangible and intangible, as is contributed to the corporation and to distribute the principal and income for the purposes referred to above.

H. To engage in any lawful activity within the State of Florida or elsewhere which enables the purposes set forth in the preceding paragraphs to be accomplished and is authorized by Chapter 617 of the Florida Statutes, the Florida Non-Profit Corporation Act.

ARTICLE V

Powers

This Corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Chapter 617 of the Florida Statutes provided, however, that none of the powers granted to this Corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the Corporation has been formed as set forth in Article IV and Article VI.

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ARTICLE VI**Prohibited Acts**

This Corporation shall operate exclusively for charitable, religious or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code. In the course of which operation:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its individual members, directors, officers or other 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 the purposes set forth herein.

B. 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 except as authorized under the Internal Revenue Code.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code.

D. 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 organized under Section 509(a)(3) of the Internal Revenue Code and its regulations as they now or here-after exist, specifically including, but not limited to, Regulation Section 1.509(a) - 4(e).

ARTICLE VII**Dissolution**

In the event of the dissolution of the Corporation, then the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation to such

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organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county to which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, which shall at the time qualify as an exempt organization or organization under §501.(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Revenue Law) as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Members

The qualification of members of the Corporation and the manner of their admission shall be as follows:

All persons interested in religious and charitable purposes of the Corporation and its objectives as set forth in its By-Laws are eligible to become members of the Corporation upon approval or acceptance in any manner authorized by the Board of Directors.

ARTICLE IX

Board of Directors and Officers

The management of the affairs of this Corporation is vested in its Board of Directors, which shall consist of not less than four (4) Directors. All Directors of the Board shall be elected or appointed in the manner and for the terms prescribed in the By-Laws of the Corporation, and shall hold office until their respective successors are duly elected and qualified.

The Board of Directors, at its annual meeting shall elect a President, Vice President, Secretary and Treasurer and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Corporation, such officers to hold office, at the pleasure of the Board or until their successors are duly elected and

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qualified. Any individual may hold two or more corporate offices except that the offices of President and Secretary shall not be held by the same person. The officers of the Corporation shall have such duties as may be specified by the Board or by the By-Laws of this Corporation. Compensation for any of such officers, if any, shall be fixed by the Board. Vacancies occurring on the Board or among the officers shall be filled in the manner prescribed by the By-Laws of this Corporation.

ARTICLE X

Initial Officers

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation are the following:

<u>NAME</u>	<u>OFFICE</u>
Rev. Paul Melnichuk	President
Rev. Katherine M. Melnichuk	Vice President
Bishop C. W. Goforth	Secretary
Rev. Joe Coulter	Treasurer

ARTICLE XI

Initial Board of Directors

The number of the persons constituting the initial Board of Directors of this Corporation shall be four (4); and the names and addresses of the members of such Board of Directors, who are to hold office until the first election to be held under the provisions of these Articles or the provisions of the By-Laws, are the following:

<u>NAME</u>	<u>ADDRESS</u>
Rev. Paul Melnichuk	2800 Little Country Road Parish, FL 34219
Rev. Katherine M. Melnichuk	2800 Little Country Road Parish, FL 34219
Bishop C. W. Goforth	9925 Ulmerton Road, Unit 126 Largo, FL 33771
Rev. Joe Coulter	3775 Oak Forest Drive Memphis, TN 38135

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ARTICLE XII**Bylaws**

The Bylaws of the Corporation shall be adopted by the initial Board of Directors, as constituted under Article XI above, at the organizational meeting of the Board, and said By-Laws may thereafter be amended, by the affirmative vote of two-thirds (2/3) of the Board of Directors present and voting, at any meeting of the Board of Directors called for that purpose provided that such meeting shall be held after first giving thirty (30) days written notice mailed to each member of the Board of Directors at his or her last known address. Prior written notice may be waived by the members of the Board of Directors provided the waiver of notice be in writing.

ARTICLE XIII**Amendment of Articles of Incorporation**

These Articles of Incorporation may be amended by the affirmative vote of two-thirds (2/3) of the Board of Directors of this Corporation, present and voting, at any meeting of the Board of Directors called for that purpose provided that such meeting shall be held after first giving thirty (30) days written notice mailed to each member of the Board of Directors at his/her last known address. Prior written notice may be waived by the members of the Board of Directors provided the waiver of notice be in writing.

ARTICLE XIV**Registered Agent**

The name of the initial registered agent of this Corporation is Emil C. Marquardt, Jr., 625 Court Street, Suite 200, Clearwater, FL 33756.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of November, 2003.

In the presence of:

Marilyn J. Lauer
By m n


Emil C. Marquardt, Jr. (Seal)
EMIL C. MARQUARDT, JR.

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STATE OF FLORIDA
PINELLAS COUNTY

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, EMIL C. MARQUARDT, JR., to me known to be the individual described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, Florida, this 25 day of November, 2003.

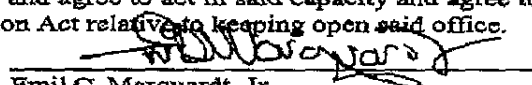

Notary Public
State of Florida
Print, type or stamp commissioned name of
Notary Public and affix official seal.



Marilyn Finner
My Commission D0034201
Expires June 25, 2005

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENTACKNOWLEDGMENT:

Having been named to accept service for process of THE PRAYER PALACE, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


Emil C. Marquardt, Jr.

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