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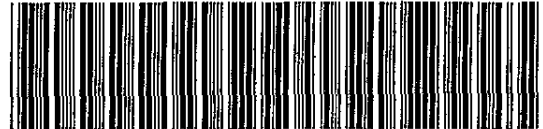
(Business Entity Name)

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FILED  
CORP-2 MAR 15  
TALLAHASSEE  
FLORIDA

/s

2261 NW 58th Street

Willie J. Jones

Miami, Florida 33142

Tuesday, December 30, 2003

Division Of Corporations  
Corporate Records  
PO Box 6327  
Tallahassee, Florida 32314

Dear Ladies or Gentlemen

Please find enclosed a money order in the amount of \$78.75 for the Articles of Incorporation for HOUSE OF PRAY/ GOD'S CALLING GOSPEL HOLINESS CHURCH INC. Please forward all documents to ,2261 NW 58 Street, Miami, Florida 33142; in care of Willie Jones. Sending information to any other address will delay processing efforts.

Thank you for your corporation and understanding.

  
Willie J. Jones

FILED  
01 JAN -2 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HOUSE OF PRAY/ GOD'S CALLING GOSPEL HOLINESS CHURCH INC.  
(A Florida Corporation Not for profit)

We, the undersigned Subscribers to, these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together for the purpose of constituting a church, to, operate in accordance with the Laws of God and in a non- profit corporate form, pursuant to the applicable provisions of the Statutes of the State of Florida relative non-to corporations and in a not for profit; and we hereby covenant and agree a follows.

ARTICLE I

Name

The name of this Corporation is . HOUSE OF PRAY/ GOD'S CALLING GOSPEL HOLINESS CHURCH INC.

ARTICLE II

Term of Existence

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

Purposes

The objectives and purposes for which this church is constituted and this corporation are: Notwithstanding any other provisions of these articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

To cultivate, promote, promulgate and extend, educational and charitable works, This corporation is a nonprofit religious benefit corporation and is organized to spread the gospel of Jesus Christ The corporation is organized under the Nonprofit Public Benefit Corporation Law for Religious purposes. To establish structured support services for Evangelistic, Economic Development and Other Ministries to support the outreach ministries for the body of Jesus Christ the Church). In accordance with the Doctrine of the Corporation creed / by-laws as a pastor to spread the gospel of Jesus Christ The religious program will consist of but no limited to such as drug rehabilitation counseling and facilities, feeding program for the elderly, and women in distress counseling; to teach and help people of all race, creed and color by ways of media; to adopt, and establish By-laws, and management of its affairs, in accordance with the law and not inconsistent with these Articles of incorporation; take, manage and dispose of property, real and personal, and purchase property of the Corporation. To borrow money contract debts, and lease bonds, notes and debentures, and secure payments or performance of its obligations. To do all acts necessary or expedient for the administration of the affairs and attainment of the purpose of the corporation, including e.g., the establishment of schools, seminars, youth center, etc. oriented to organizational principles. Being able to service, setup, operate in foreign and domestic, national and international, {global} boundaries

FILED  
01 JAN -2 AM 11:15  
STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HOUSE OF PRAY/ GOD'S CALLING GOSPEL HOLINESS CHURCH INC.  
(A Florida Corporation Not for profit)

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The corporation is organized under the Nonprofit Public Benefit Corporation Law, for charitable and educational purposes to aid the poor and disadvantaged individuals and families towards a life of self-sufficiency, The programs will consist of but shall not be limited to: Seminars, Outreach Advocacy Programs for the Homeless and Disadvantaged, Health Care, Housing, Employment, Warfare Reform, Literacy. Counseling, Temporary Shelter, Teenage Pregnancy, Job Training, Job Placement, and Acquisition. Substance Abuse Awareness and Prevention, Tutoring, AIDS Awareness, Elderly Care and other programs to aid those in need

1. To sing, teach, preach, proclaim, publish, make known distribute and disseminate by oral, written or other means the Gospel of our Lord Jesus Christ and His kingdom and all truths Upon and contained within the Word of God, the Holy Bible, as interpreted by those holding membership in this church Corporation not for profit;

2. To provide scriptural fellowship and encouragement to its members

3. To preserve a clear and separated testimony against idolatry, apostasy and corruption in the world

4. To establish, ordain , commission and administrate domestic and foreign missionaries, ministers, chaplains and Christian workers who are in harmony with the purposes, doctrines and policies of this church corporation

5. To support and encourage communication and extension of the Christian life and witness by sound and comprehensive preaching and teaching of the Holy Bible and of the Gospel or the Lord Jesus Christ to all men, both within the fellowship and elsewhere, not only by conventional modes, but also by all means which will accomplish such communication extension, teaching and preaching, including but not limited to media of communication developed by modern technology; and in aid of such communication, extension. preaching and teaching, but not for private profit, to sponsor, participate, in, conduct or engage in radio broadcasting , television broadcasting, the printing or reproducing and publication of recording, books and other materials.; the establishment and operation of a school or schools and the holding and conducting of and seminars, study groups, work shops and meetings, by either resident Or traveling evangelists, teachers, and other elders; to receive offerings for services actually rendered to persons, firms and corporations for such .purposes ;

6. To educate, teach, counsel and instruct .all people by any and all means about the doctrines. teachings and information contained in the Holy Bible and derived from the historic Christian faith

7. To establish churches, schools and other institutions connected with a Christian, religious, educational, charitable and benevolent character to the end that all people may be instructed counseled, guided and challenged, concerning the doctrines of Conduct and life taught in, the Holy Bible;

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8. To bring both families of believers and individual believers in the Lord Jesus Christ together in personal fellowship, both in the home and to congregational meetings;

9. To regularly assemble together the members of this church corporation for fellowship one with another and to worship God in spirit and truth: and to cooperate in the assembling of the whole body of Christ

10. To act with charitable concern for and help not only all members of this church can give regardless of race social positions or religious affiliation; to develop and carry out program of ministry and help to the poor, widowed, orphaned, afflicted, imprisoned underprivileged or aged person, both within and without this church

11. To pray for the needy all men and for local and national leaders and governments

12. To recognize, support and cooperate with various ministries established by God equip believers to fulfill their respective functions as members of the body of Christ and to bring the whole body of Christ to maturity and completion

13. To engage in such other business whether related thereto or not , as may be approved by the Board of Directors and which businesses are permitted by law

We would go into a area as the Lord leads us and start a Ministry there. We would not use any funds from the present Ministry to aid. The members for that area as they come in would have to support the ministry in that particular area or city.

We would place Ministers from our Ministry that would have completed the training required by the Ministry or would also have college seminary training and instruction.

**Tape and video Ministry**

The purpose of this Ministry is to further the gospel in areas where people would like to hear our messages but cannot come to our locations or may be in jail or ill and can not come out. We would also be able to send our services to other cities, radio stations and televisions. We would not sell the tapes, but would ask for donations for the production of the tapes and excess would go into the Ministry to help further the gospel. However, we would also send the tapes free to those who would ask us to.

**ARTICLE IV**  
**Powers**

The Corporation shall have the power either directly or in directly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other entities to accomplish organization whose activities are such as to further, accomplish, foster, or attain any of such purpose

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Notwithstanding any thing herein to the contrary, the corporation exempt purposes of organization set fourth in section 501(c)(3) of the internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefits of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 in the clause hereto. No substantial part of the activities of the organization shall be carrying on of propaganda, or 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 candidate for public office Not withstanding any other provision of these Articles, this Corporation. shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation. The Corporation will exercise only those rights and powers conferred by the laws of the State of Florida upon nonprofit corporation.

Notwithstanding any other provision of these article, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501c3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue Law . The Corporation will exercise only those rights and powers conferred by the laws of the State of Florida upon nonprofit corporation.

To the end of the foregoing objectives and purposes and any related religious and charitable purposes and any related religious, charitable, and may be carried out, performed and accomplished this church corporation shall have the power to engage only in such activities as shall not constitute business unrelated to its religious, benevolent, charitable, literary and educational purposes. It shall engage only in such activities as are permitted to be carried on by corporation whose income is exempt from taxation pursuant to Section 501(c) (3), Florida Statutes, and contributions to which are deductible pursuant to Section 107(c) (2) of the Internal Revenue Code of 1986 or corresponding provisions any future United States Internal Revenue Code. Subject to provisions of Section 741.07 Florida Statutes and to any rules Or by-laws which may be adopted by the Board of Directors, the Board of Directors this church corporation shall be authorized to conduct weddings and funerals Any Provision elsewhere these Articles of Incorporation to the contrary notwithstanding, this corporation shall engage in, act to shall any of its assets be used or applied to activities which constitute carrying on of propaganda, attempting to influence legislation or participating in or intervening in any political campaign on behalf of any candidate for public office, nor shall any part of its earnings or assets inure to the benefit of any private member, except- for reasonable compensation for services actually rendered. Subject to the foregoing limitations and subject specifically t, the provisions of Florida Statutes 617.0105, this church corporation shall have all of the powers and rights set forth in Florida Statutes Section 617.021. The purposes set forth in Article ill heroin shall likewise be constructed as powers.

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ARTICLE V  
Qualification of membership

The qualification of the members and the manner of their admissions are as follows, to-wit:  
Such persons shall be qualified to become members as shall be approved by a majority of the Board of Directors and admissions to membership shall be by such majority vote; and the membership of the corporation shall consist at all times of the members of the Board of Directors then in office and their successors.

ARTICLE VI  
Subscribers and Incorporators  
The names and addresses of the subscribers and incorporators are:

Name	Address
Philip Sherman	3904 NW 30th Terrace #4 Lauderdale Lakes Florida 33309
Willie J. Jones	2261 NW 58th Street Miami, Florida 33142
Kisha Sherman	3904 NW 30th Terrace #4 Lauderdale Lakes Florida 33309
Shirley Berry	2210 NW 155th Street Opa Locka , Florida 33054
Rogers Finnie	2307 NW 56 Street Miami, Florida 33142
Bill Rice	19730 SW 12th Street Penbroke Pine Florida 33029
Helen Jones	2261 NW 58th Street Miami, Florida 33142

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ARTICLE VII  
Management

The President of the corporation will manage the business of the corporation and shall have direct operational responsibilities for the corporation, The President will be elected at the annual meeting.

ARTICLE VIII  
Officers

The affairs of this corporation shall be administered by its officers, which shall be a President, Vice President, Secretary and Treasurer, all of whom shall be members of the Board of Directors, and such other assistants or administrative officers as are determined by the Board of Directors from time to time. The Board of Directors shall appoint the officers and the officers shall serve at the pleasure of the Board of Directors: provided, however, that any person dealing with the corporation shall be entitled to rely upon the documents signed on behalf of the corporation by its President, With its corporate seal thereto affixed and attested to by its Secretary. The initial officers of this Corporation shall be as follows

Philip Serman	President
Willie J. Jones	Vice President
Shirley Berry	Director
Kisha Sherman	Director
Rogers Finnie	Director
Helen Jones	Director
Bill Rice	Director

ARTICLE IX  
Board of Directors

The Board of Directors is that group of persons vested with the management of both the spiritual and secular business and affairs of this corporation, subject to the law, the Articles of Incorporation and the By-laws.

The name and street address of the initial directors of this corporation, who shall hold office for the first year or until his/her successor Or successors are elected and have qualified shall be:

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Philip Sherman	3904 NW 30th Terrace #4 Lauderdale Lakes Florida 33309
Willie J. Jones	2261 NW 58th Street Miami, Florida 33142
Kisha Sherman	3904 NW 30th Terrace #4 Lauderdale Lakes Florida 33309
Shirley Berry	2210 NW 155th Street Opa Locka , Florida 33054
Rogers Finnie	2307 NW 56 Street Miami, Florida 33142
Bill Rice	19730 SW 12th Street Penbroke Pine Florida 33029
Helen Jones	2261 NW 58th Street Miami, Florida 33142

The number of directors of this corporation shall not be less than three (3) at any time. Until further amendment of the By- Laws, the number of Directors may vary from time to time between a minimum of three (3) and a maximum of nine (9) with the amount to be determined by the vote of two-thirds (2/3) of the incumbent directors. The Board of Directors shall be elected as provided in the bylaws of the corporation.

ARTICLE X  
Principal office and Registered Agent

The address of the principal office and Registered Agent of the corporation is:  
2261 NW 58th Street Miami, Florida 33142  
The name of the Registered Agent at such address is: Willie J. Jones

ARTICLE XI  
Amendments

The power to alter, amend, or repeal the Articles of Incorporation of this corporation is vested in the Board of Directors. Such action must be taken as specified in the Articles of Incorporation, or pursuant to a Resolution approved by a majority of the Directors. Only one signature is required

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ARTICLE XII  
By-law

The Board of Directors shall provide the By-laws for the conduct of its business and the business of this church corporation as the Board of Directors may deem necessary from time to time. Such By-laws may be amended, altered or rescinded by a majority of its vote of the Board of Directors present at any regular meeting or any special called for that purpose

ARTICLE XIII  
Dissolution

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code, or shall be 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 principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes.

This corporation may be dissolved only pursuant to the agreement of two-thirds (2/3) of the Board of Directors. In the event of such dissolution, the Board of Directors shall, after Paying or making provision of for payment of all the corporation, of the liabilities dispose of all assets of the corporation exclusively for the purposes of the to such corporation , such manner or organization or organizations organized and operated exclusively for charitable, educational, religious purposes Or scientific shall at the time qualify an exempt organization. Organizations under Section 501(c)(j) or the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed by the Circuit Court ( or equivalent thereof) in the County in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations as the said court shall determine, which at, organized and operated exclusively for such purposes.

Upon dissolution of the Corporation, the Board of Directors shall. after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the asset of the corporation in such manner, to such organization exclusively for the purpose of the corporation or corporations organized and operated exclusively for charitable, educational, religious, or scientific or No person, firm. or corporation shall ever receive any dividends or profit from the undertakings of this corporation; and upon dissolution of this corporation. assets shall be distributed for one or more exempt purpose within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986. or corresponding section off any future federal tax code. or shall be distributed to the Federal, State of Local government For public purpose, Any such

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assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the corporation is then located exclusively for such purposes.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations which themselves are exempt as organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) 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. Establishment of Other Churches This ministry has a vision to see the gospel preached all over the world. Our goal is establish other churches in other cities, states and international as the Lord lead and directs us. Upon the dissolution of this corporation, assets will be distributed for 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 be 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 by the Court of Common Pleas of the county in which the principal office of the corporation 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

CONFLICT OF INTEREST

Section 10.1 Conflict Of Interest Any director, officer, or key employee who has an interest in a contract, salary negotiation, or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction that might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

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IN WITNESS WHEREOF, we, the undersigned subscribers, having hereunto, our hands and seals this Mon, Oct 27, 2003, for the purpose of constituting a church operated in corporate nonprofit form, pursuant to, the applicable sections of the Statutes of State of Florida,

Philip Sherman  
Philip Sherman

Willie J. Jones  
Willie J. Jones

Kisha Sherman  
Kisha Sherman

Shirley Berry  
Shirly Berry

Rogers Finnie  
Rogers Finnie

Helen W. Jones  
Helen Jones

Bill Rice  
Bill Rice

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ACKNOWLEDGE OF REGISTERED AGENT

The undersigned does hereby acknowledge appointment and as and by these presents does accept such appointment to act on behalf of HOUSE OF PRAY/ GOD'S CALLING GOSPEL HOLINESS CHURCH INC... as the registered agent and does certify that his/her address is:

NAME  
Willie J. Jones

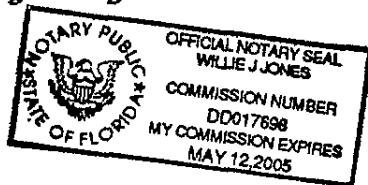
Address  
2261 NW 58th Street  
Miami, Florida 33142

STATE OF FLORIDA)  
COUNTY OF DADE

Personally appeared before me this day Shirley. who, being by me first duly sworn, acknowledges the (s)he has read the above acknowledgment and the same is true and correct.

WITNESS my hand and official seal in the County and State above set forth, this February, 12 day of 2001

Register Agent:  Willie J. Jones (seal)



Notary Public State of Florida  
at Large  
My commission expires: