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04 JAN 12 PM 12:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: Herring Den Ministries Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mrs. Michelle Talleh Helmar
Name (Printed or typed)
2539 Rock Creek Drive
Address
Port Charlotte, FL 33948-3523
City, State & Zip
(941) 629-3377
Daytime Telephone number

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

ARTICLES OF INCORPORATION

MORNING DEW MINISTRIES, INC.

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04 JAN 12 PM 12:48

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be "Morning Dew Ministries, Inc."

ARTICLE II PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

2589 Rock Creek Drive
Port Charlotte, Florida 33948
Charlotte County

ARTICLE III PURPOSE(S)

The purposes for which the corporation organized is to engage in any activity or business permitted under the laws of the State of Florida and of the United States including but not limited to:

- To provide an information resource for the teaching, training and equipping (Eph. 4:11-13) ministry with an Isaiah 61/62 and Esther 4:14 mandate to bring the revelation to the Body of Believers and unbelievers of their identity so as to fulfill their destiny through intimate relationship and partnership with the G-d of Abraham, Isaac and Jacob, His Son, Bridegroom and King Jesus (Yeshua) and the Holy Spirit.
- To provide information and resources for the teaching, training, and equipping of and through other ministries, teachings, and publications.
- To connect other ministries through the living streams of music, art, teaching, and training.
- Through teaching seminars including multiple and various forms of worship throughout the earth.
- To be a bridge builder (Isaiah 58) through Ha Shem's love, healing and peace and to bring restoration to all people groups, to the Jew first (Romans 11), and to every nation, tribe, and tongue (Revelation 5) so that they might enjoy the intimacy with the Creator

- To bring prophetic priesthood ministry to the Body through healing, unity, communication and confirmation by being restored to right relationship as the Father has mandated to his people in His Word.
- To have a ministry stream team of artisans for prophetic evangelism from the four corners of the earth.
- To minister through an expansive website.
- To have an artwork/ministry to the poor.
- To train up and have intercessory teams placed throughout the earth.
- To do such other things as Jeshua Ha Maschiach (Jesus Christ the Messiah, The Anointed One) reveals and makes know in this teaching, training, and equipping ministry.

ARTICLE IV TERM OF EXISTENCE

The corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE V DIRECTORS

The corporation's Board of Directors shall manage the business of the corporation. The maximum number of directors may be increased or diminished from time to time by amendment to the Bylaws in accordance therewith, but shall never be less than one (1).

Initially the President shall serve for three years, the Vice President for two years, and the Secretary and Treasurer for one year. After the first year, annual elections shall be held and all Directors shall serve a three year term. The original Directors and terms for which each will serve are set forth below:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>	<u>TERM</u>
1. Michelle Hekmat	President	2589 Rock Creek Drive Port Charlotte, FL 33948	3 years
2. Rev. Edward Struebing	Vice Pres.	21500 Gibraltar Dr. Port Charlotte, FL 33952	2 years
3. Mary Ingram	Sec/Treas.	P.O. Box 3067 Atascadero, CA 93423-3067	1 year

ARTICLE VI OFFICERS

The Officers of the Corporation, as provided by the Bylaws of the Corporation shall be elected by the Directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The initial Officers are listed below. The Directors shall elect the regular Officers of the Corporation at the annual meeting for the term of three (3) years.

President	Michelle Hekmat
Vice President	Rev. Edward Struebing
Secretary/Treasurer	Mary Ingram

ARTICLE VII BYLAWS

The Bylaws of the Corporation may be adopted by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

ARTICLE VIII MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special, regular and annual meetings of the Board of Directors by means of conference telephone, virtual conference by computer, or similar communications equipment where all parties may be present in the hearing of one another, or as otherwise provided by law.

ARTICLE IX INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the Bylaws of this corporation and pursuant to the provisions of the Florida Business Corporation Act as amended.

ARTICLE X AMENDMENT

The Articles of Incorporation be amended upon a two-third's (2/3) vote of the Board of Directors, with the exception of amending the purpose, which requires One Hundred (100%) percent of the Board of Directors.

ARTICLE XI MEDIATION

Any unresolved disputes on the Board of Directors or the Officers shall be resolved in the following manner: the unresolved dispute shall be submitted to mediation within 14 days and shall be mediated by another Christian, Certified Mediator. If the Directors or Officers cannot agree on the selection of a mediator, then each Director or Officer shall

select a Christian Certified Mediator, and from those chosen the Certified Mediators shall be narrowed down to two who shall co-mediate the dispute. The agreement reached shall have the force of a contract and be enforced in the same fashion as a decision made in any court having competent jurisdiction. The cost of mediation and all expenses associated therewith shall be assessed equally against the Director(s) and Officer(s).

ARTICLE XII 501(C) (3)

No person, firm or corporation shall ever receive any dividend or share in the income from the undertaking of this non-for-profit corporation and upon dissolution of this corporation all assets remaining after payment of the costs and expense of such dissolution shall be distributed in a manner not inconsistent with and shall be in a manner which qualified for exemption under Section 501 (c)(3) and 170(c) of the Internal Revenue Code of the United States of America, for a public purpose, and none of the assets shall be distributed to any member, officer or director of this corporation.

ARTICLE XIII INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial Registered Agent and street address of the initial Registered Office in the State of Florida in **Michelle Hekmat**, a resident of the State of Florida, **2589 Rock Creek Drive, Port Charlotte, FL 33948**, in Charlotte County. The Board of Directors may, from time to time, and without an amendment of these Articles, change the Registered Agent of the Corporation or move the Registered Office to any other address within the State of Florida.

ARTICLE XIV EFFECTIVE DATE

These Articles of Incorporation shall be effective upon filing.

ARTICLE XI INCORPORATION

The name and street address of the incorporator to these Articles of Incorporation is:

Michelle Hekmat
2589 Rock Creek Drive
Port Charlotte, FL 33948

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 31st day of December, 2003.


Michelle Hekmat, Incorporator

FILED
04 JAN 12 PM 12:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

To: The Department of State
Tallahassee, Florida 32314

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Morning Dew Ministries, Inc.

2. The name and address of the registered agent and office is (P.O. Box not acceptable):

Michelle Hekmat
2589 Rock Creek Drive
Port Charlotte, FL 33948

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:



Michelle Hekmat

Date:

12-8-03