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DIVISION OF CORPORATIONS

3-8-04  
MC

*Dale S. Wilson*  
*Attorney at Law*

718 N. ORANGE AVENUE  
P.O. BOX 1808  
GREEN COVE SPRINGS, FLORIDA  
32043

February 24, 2004

TELEPHONE:  
GREEN COVE SPRINGS  
(904) 284-5618

ORANGE PARK  
JACKSONVILLE  
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(904) 264-1512  
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Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: GRACE FAMILY CHURCH CLAY COUNTY, INC.  
NOT FOR PROFIT

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of, GRACE FAMILY CHURCH CLAY COUNTY, INC., a corporation not for profit. Also enclosed is my Trust Account check in the sum of \$78.75 as and for your filing fee. I would appreciate your forwarding a copy of the Articles of Incorporation to my attention once they have been filed.

Your assistance in this regard is greatly appreciated.

Sincerely,



Dale S. Wilson

DSWpph  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 FEB 25 PM 5:06

ARTICLES OF INCORPORATION

OF

GRACE FAMILY CHURCH CLAY COUNTY, INC.  
(A corporation Not for Profit)

In compliance with the requirements of the State of Florida, the undersigned, and all of whom are of sui juris, have this day voluntarily associated themselves together for the purpose of forming a Corporation, not for profit, and to hereby certify:

ARTICLE I.

The name of the Corporation is GRACE FAMILY CHURCH CLAY COUNTY, INC.

ARTICLE II.

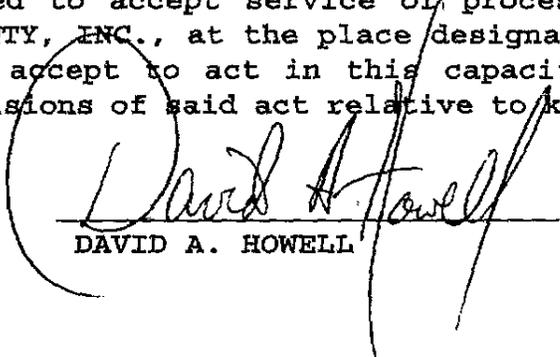
The principal office of GRACE FAMILY CHURCH CLAY COUNTY, INC., is located at 4154 Weathered Pine Court, Middleburg, FL 32068.

ARTICLE III.

The name and address of the Corporation's registered agent is David A. Howell, 1925 County Road 220, Fleming Island, Florida 32003.

ACCEPTANCE AS REGISTERED AGENT

Having been named to accept service of process for GRACE FAMILY CHURCH CLAY COUNTY, INC., at the place designated in Article III above, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
DAVID A. HOWELL

Meetings of the Directors of the Corporation may be held at places within or without the State of Florida and the place or places for the holding of such meetings may be specified in the by-laws or in the notice of the meeting.

ARTICLE IV.

GRACE FAMILY CHURCH CLAY COUNTY, INC., does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed is to love the Lord our God with all our hearts, all our souls, all our minds, and all our strength and to love our neighbors as we love ourselves, as well as any other activity that is legal under the laws of the State of Florida.

ARTICLE V.  
MEMBERSHIP.

Membership shall be composed of persons who have been appointed and approved by a majority of the Board of Directors or approved for membership as provided for in the By-Laws of the Corporation. The qualifications of the members are, among others which may be provided for in the By-Laws, a willingness to involve themselves in the objectives and purposes of this Corporation.

ARTICLE VI.  
BOARD OF DIRECTORS.

The affairs of GRACE FAMILY CHURCH CLAY COUNTY, INC., shall be managed by a Board of three (3) to nine (9) Directors. The number of Directors may be changed by amendment of the By-Laws. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

David A. Howell  
1925 County Road 220  
Fleming Island, Florida 32003

Mitch Timberlake  
1788 Preston Trl  
Green Cove Springs, Florida 32043

Doug Jones  
1938 Longwing Court  
Orange Park, Florida 32003

Deborah McCarragher  
2004 Water Crest Drive  
Orange Park, Florida 32003

The number of Directors shall be specified by the By-Laws and may be changed from time to time by the Board of Directors.

The term of service of the Directors shall be established by the By-Laws.

The Directors shall be elected by a majority vote of the membership present at a meeting of the membership, whether annual, special, or otherwise, as specified in the By-Laws.

The Board of Directors, from and by its membership and by majority vote thereof, shall elect, for a term of office as established by the By-Laws, the following officers whose duties shall include the following:

A. President. The President, who shall be the chief executive officer of the Corporation, shall preside at all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the By-Laws or directed by the Board of Directors.

B. Vice-President. The Vice-President shall perform such duties as may be prescribed by the By-Laws or directed by the Board of Directors.

C. Secretary. The Secretary shall keep the minutes of all meetings of the corporation and other records of the corporation and shall perform such additional duties as may be prescribed by the By-Laws or directed by the Board of Directors.

D. Treasurer. The Treasurer shall receive and keep all corporate funds and securities; keep all accounts and records of the corporation; examine, audit, adjust and settle all

accounts of the corporation; and shall perform such additional duties as may be prescribed by the By-Laws or directed by the Board of Directors.

ARTICLE VII.  
OFFICERS

The names and addresses of the initial officers of the corporation are as follows:

President . . . . . David A. Howell  
1925 County Road 220  
Fleming Island, FL 32003

Vice-President . . . . Mitch Timberlake  
1788 Preston Trl  
Green Cove Springs, FL 32043

Secretary.....Doug Jones  
1938 Longwing Court  
Orange Park, FL 32003

Treasurer . . . . . Deborah McCarragher  
2004 Water Crest Drive  
Orange Park, FL 32003

ARTICLE VIII.  
DISSOLUTION.

This Corporation may be dissolved with the assent given in writing and signed by not less than two thirds (2/3) of members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be distributed to a similar organization designed to promote the same purpose of this Corporation.

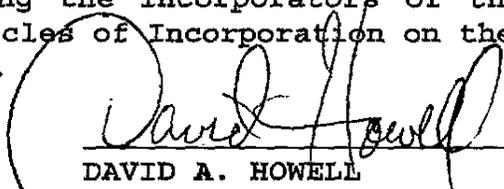
ARTICLE IX.  
DURATION.

The Corporation shall exist perpetually.

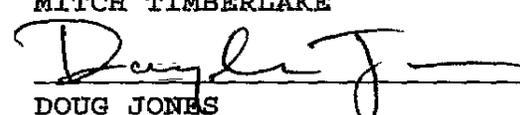
ARTICLE X.  
AMENDMENTS.

Amendments of the Articles shall require the consent of 75 percent (75%) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Corporation have executed these Articles of Incorporation on the 22 day of FEBRUARY, 2004.

  
\_\_\_\_\_  
DAVID A. HOWELL

  
\_\_\_\_\_  
MITCH TIMBERLAKE

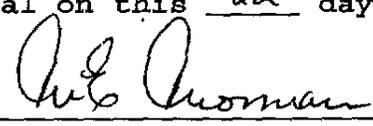
  
\_\_\_\_\_  
DOUG JONES

  
\_\_\_\_\_  
DEBORAH McCARRAGHER

State of Florida  
County of Clay

I hereby certify that on this 22 day of FEBRUARY, 2004, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared, DAVID A. HOWELL to me well known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

Witness my hand and official seal on this 22 day of FEBRUARY, 2004.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:

CHARLES E. CHORMAN  
Notary Public, State of Florida  
My comm. exp. Oct. 5, 2007  
Comm. No. 00 255503

State of Florida  
County of Clay

I hereby certify that on this 22 day of  
FEBRUARY, 2004, before me, an officer duly authorized to  
administer oaths and take acknowledgments, personally appeared,  
MITCH TIMBERLAKE, to me well known to be the person described in  
and who executed the foregoing instrument, and he acknowledged  
before me that he executed the same freely and voluntarily for the  
purpose therein expressed.

Witness my hand and official seal on this 22  
day of FEBRUARY, 2004.



NOTARY PUBLIC

My Commission Expires:

CHARLES E. CHORMAN  
Notary Public, State of Florida  
My comm. exp. Oct. 5, 2007  
Comm. No. DD 255503

State of Florida  
County of Clay

I hereby certify that on this 22 day of  
FEBRUARY, 2004, before me, an officer duly authorized to  
administer oaths and take acknowledgments, personally appeared,  
DOUG JONES, to me well known to be the person described in and who  
executed the foregoing instrument, and he acknowledged before me  
that he executed the same freely and voluntarily for the purpose  
therein expressed.

Witness my hand and official seal on this 22  
day of FEBRUARY, 2004.



NOTARY PUBLIC

My Commission Expires:

CHARLES E. CHORMAN  
Notary Public, State of Florida  
My comm. exp. Oct. 5, 2007  
Comm. No. DD 255503

State of Florida  
County of Clay

I hereby certify that on this 22 day of  
FEBRUARY, 2004, before me, an officer duly authorized to  
administer oaths and take acknowledgments, personally appeared,  
DEBORAH MCCARRAGHER, to me well known to be the person described in  
and who executed the foregoing instrument, and she acknowledged  
before me that she executed the same freely and voluntarily for the  
purpose therein expressed.

Witness my hand and official seal on this 22  
day of FEBRUARY, 2004.



NOTARY PUBLIC

My Commission Expires:

CHARLES E. CHORMAN  
Notary Public, State of Florida  
My comm. exp. Oct. 5, 2007  
Comm. No. DD 255503

Prepared by: DALE S. WILSON, P.A.  
Attorney at Law  
PO Box 1808  
Green Cove Springs, FL 32043  
(904) 284-5618  
Fla Bar ID No: 176945