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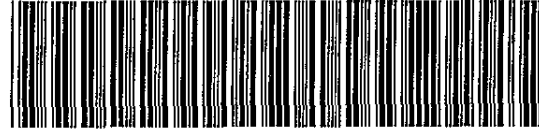
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04 MAR 11 PM 1:17
STATE
TALLAHASSEE, FLORIDA

TH 3/1/04



The Walker Law Offices, P.A.

Attorneys & Counselors at Law
625 W. Union Street ~ Suite 3
Jacksonville, Florida 32202
Phone: (904) 358-7104 Fax: (904) 353-3702

Willie J. Walker, Esq. ++
LaFonda E. Gipson, Esq. +

*Licensed in Fla. & Ga.
+Circuit Civil Mediator

February 23, 2004

Brunswick, GA Location
800 G Street
Brunswick, GA 31520
(912) 466-0363

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

Dear Sir/Madam:

Enclosed, please find Articles of Incorporation for JESUS' ARMS OF MERCY HOUSE OF PRAYER, INC. We have also enclosed our check number 8623 in the amount of \$78.70 for filing and designation of registered agent. We have additionally enclosed a copy to be certified and returned to us.

If there are any questions, comments or concerns, please do not hesitate to call.

Sincerely,

Willie J. Walker, Esquire

WJW/abt

Enclosures



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800 G Street
Brunswick, GA 31520
(912) 466-0363

March 10, 2004

Tammy Hampton
Document Examiner
New Filings Section
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

**RE: JESUS' ARMS OF MERCY HOUSE OF PRAYER, INC.
Reference Number: W04000009015**

Dear Ms. Hampton:

Enclosed please find the Articles of Incorporation for Jesus' Arms of Mercy House of Prayer, Inc. that have been corrected to reflect the manner in which directors are elected or appointed.

If you have any questions, comments or concerns, please do not hesitate to contact me.

Sincerely,

Willie J. Walker, Esquire

WJW/abt

Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 5, 2004

WILLIE J WALKER, ESQ
625 W UNION ST
STE 3
JACKSONVILLE, FL 32202

SUBJECT: JESUS' ARMS OF MERCY HOUSE OF PRAYER, INC.
Ref. Number: W04000009015

RECEIVED
04 MAR 11 PM 12:26

We have received your document for JESUS' ARMS OF MERCY HOUSE OF PRAYER, INC. and your check(s) totaling \$78.70. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Examiner
New Filings Section

Letter Number: 904A00014848

**ARTICLES OF INCORPORATION
OF
JESUS' ARMS OF MERCY HOUSE OF PRAYER, INC.**

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 the Statutes of the State of Florida relative to corporations not for profit; and we hereby covenant and agree as follows:

ARTICLE I: NAME

The name of this non-profit Church corporation shall be Jesus' Arms of Mercy House of Prayer, Inc.

ARTICLE II: TERMS OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III : PURPOSE

The purposes for which the Jesus' Arms of Mercy House of Prayer, Inc. is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV : POWERS

To the end that the foregoing objectives and purposes and any related religious and charitable purposes 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. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Subject to the foregoing limitations, and subject specifically to the provisions of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sections 617.0105 of the Florida Statutes, this Church corporation shall have all of the rights and powers set forth in Section 617.021 of the Florida Statutes.

ARTICLE V : MEMBERSHIP

The membership of this corporation shall consist of all persons herein named as subscribers to these Articles of Incorporation

All persons who shall meet the following qualifications for membership shall be admitted to church membership, in the following manner:

1. In order to qualify for membership in this Church, a prospective member must accept, believe in and rely on Jesus Christ for his salvation and give evidence of his intention to keep his commandments; must believe that the Holy Bible is the Word of God; must publicly confess his faith; must commit himself to participate actively *in the fellowship of the Church; and must submit himself to the authority of the Pastor, Board of Elders and the discipline of the Church.*
2. The Pastor, after advice and consultation with the Board of Elders shall determine whether any applicant for membership meets the foregoing qualifications; and, if so, the applicant shall be admitted to membership in this Church.

ARTICLE VII: SUBSCRIBERS

The names and residences of each subscriber to these Articles of Incorporation are as follows:

Robert Harrington, 6445 Armco Street, Jacksonville, Florida 32219

Doris Harrington, 6445 Armco Street, Jacksonville, Florida 32219

ARTICLE VIII: OFFICERS

The affairs of this corporation shall be administered by its officers, which shall be a President, Vice President/Secretary and a Treasurer, all of whom shall be ruling Board of Trustee Members; and such other assistant or administrative officers as are determined by the Board of

Trustees from time to time. The Pastor, upon advice and consultation with the Board of Trustees shall appoint the officers and the officers shall serve at the pleasure of the Pastor and Board of Trustees; provided however, that any person dealing with the corporation shall do so by its President or Vice President/Secretary with its corporate seal thereto affixed and attested by its Secretary.

ARTICLE IX: INITIAL BOARD OF TRUSTEES AND OFFICERS

The names and addresses of the persons who shall serve as the initial Board of Trustees and as the initial officers of the corporation are as follows:

Robert Harrington, President/Secretary, 6445 Armco Street, Jacksonville, FL 32219
Doris Harrington, Vice-President/Treasurer, 6445 Armco Street, Jacksonville, FL 32219

Trustees shall serve 3 year terms and shall be voted upon by the church body at the annual meeting. Robert Harrington and Doris Harrington shall serve as permanent ex-officio members of the Trustee Board.

ARTICLE X: PASTORAL AUTHORITY

The pastor shall be an ex-officio member of the Board of Trustees and every other board or auxillary within the church.

ARTICLE XI: BY-LAWS

The Pastor, upon advice and consultation with the Board of Trustees shall provide such by-laws for the conduct of its business of the Church as the Board may deem necessary from time to time. Such By-laws may be amended, altered, or rescinded by a majority vote of the Board Members present at any regular meeting or any special meeting called for that purpose. The evidence of the final vote shall then be presented to the pastor for final consideration, determination and enactment.

ARTICLE XII: AMENDMENTS

These Articles of Incorporation may be amended at any special meeting of the Pastor and Board of Trustees called for that purpose, or at any regular meeting of the Pastor and Board of Trustees;

Members at least one week prior to the date of such meeting. Upon adoption by the Pastor, upon advice and consultation with the Board of Trustees, and upon filing with the Secretary of State of Florida, the amendment shall become effective as to these Articles of Incorporation; provided, however, no amendment to the articles of Incorporation shall ever conflict with the purposes and powers of this Church as set forth in Articles III and IV hereof.

ARTICLE XIII: DISSOLUTION

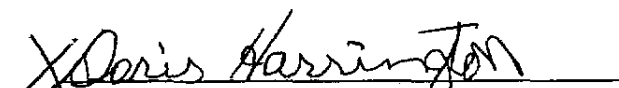
This corporation may be dissolved only pursuant to the final approval of the pastor. Upon the dissolution of the corporation, assets shall be distributed or one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of Duval County, Florida, if the principal office of the corporation, or by the organization or organizations, as the said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIV: REGISTERED OFFICE AND REGISTERED AGENT

The location of the registered office of this corporation shall be at 625 West Union Street, Suite #3, Jacksonville, FL 32202, or at such other location as may from to time be designated by the Board of Trustees. The registered agent shall be Willie J. Walker, Esquire.

IN WITNESS WHEREOF, we, the undersigned subscribers have hereto set our hand and seals this 13th day of Feb., 2004 for the purpose of constituting a Church to operate in a corporate non-profit form pursuant to the applicable provisions of the Statutes of the State of Florida.

IN WITNESS WHEREOF, the incorporator above named, have hereunto set his hand and seal, this 13th day of Feb., 2004.


Doris Harrington

STATE OF FLORIDA)
COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day personally appeared before me, as an office duly authorized to administer oaths and take acknowledgments, Doris Harrington, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledge before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida this 13th day of Feb, 2004.


Angela B. Tompkins
Notary Public State of Florida
My Commission Expires:
#DD 024685
Bonded thru
Notary Public Underwriting
NOTARY PUBLIC STATE OF FLORIDA

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in the 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 am familiar with and accept the obligations of my position as Registered Agent.

Willie J. Walker
Willie J. Walker, Esquire
Registered Agent

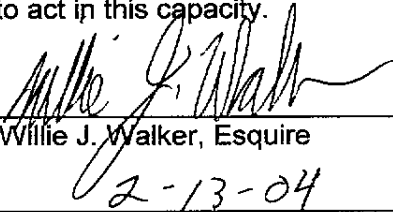
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In Compliance with Section 48.091 and in pursuance of 617.233, Florida Statutes, the following is submitted:

First - That Jesus' Arms of Mercy House of Prayer, Inc. desiring to organize a corporation not for profit under laws of the state of Florida with its principal place of business at 415 Belford Street, Jacksonville, FL 32202, as indicated in the Articles of Incorporation, has named Willie J. Walker, Esquire of 625 West Union Street, Suite #3, Jacksonville, Florida 32202 as its agent to accept service of process within this state.

Second - Acknowledgment of Resident Agent

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity.



Willie J. Walker, Esquire

Dated

2-13-04