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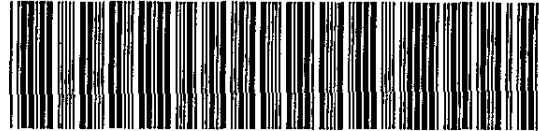
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March 18, 2004

Dr. Richard Behers
First Baptist Church
801 Seminole Boulevard
Largo, FL 33770

Dear Dr. Behers:

I am enclosing a draft of the Articles of Incorporation. If the Articles are acceptable, you must sign (and date) the Articles and the Certificate of Designation-Registered Agent/Registered Office. Use the enclosed cover letter and mail the original and one copy of the executed Articles, the original and one copy of the executed Certificate of Designation-Registered Agent/Registered Office, and a check for \$78.75, made payable to "Florida Department of State" to: **Florida Department of State, Division of Corporations, P. O. Box 6327, Tallahassee, FL 32314.**

I am also enclosing an SS-4 form to be used to obtain an Employer Identification Number (EIN). This number is needed to open a bank account in the name of the corporation. Sign the bottom of the form, put your social security number on Line 7b, and either fax it to the IRS at (631) 447-8960 or mail the signed form (fax or mail, not both) to the following address: **Internal Revenue Service Center, Attention: EIN Operation, Holtsville, NY 00501.** You can also call directly to ~~866-816-2065~~ but it is usually difficult to get through to a representative.

~~(866) 816-2065~~

A Florida corporation must have a minimum of three directors and three officers. (The directors and the officers may be the same people). The titles of the required officers are president, secretary, and treasurer. One person may hold both offices of secretary and treasurer but the president may not be either the secretary or the treasurer. The officers and directors must be identified on the annual corporate report that the corporation will have to file between January 1 and May 1, 2003. The report form will be mailed to you prior to that date by the Florida Department of State. If you have any questions, please call me.

Sincerely,

GIBBS LAW FIRM, P. A.



Zachary S. Gray
Admitted in Maryland and Ohio

Enclosures: Articles of Incorporation
 Transmittal Letter
 IRS Form SS-4
 Bill

SEAL OF THE
DIVISION OF CORPORATIONS
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**Articles of Incorporation
of
The Church and Minister's Recovery Network, Inc.**

The undersigned, acting as the incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

Article 1

The name of the corporation is THE CHURCH AND MINISTER'S RECOVERY NETWORK, INC.

Article 2

The principle place of business and the mailing address of this corporation is, 801 Seminole Boulevard, Largo, Florida, 33770, Pinellas County.

Article 3

The corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), including, but not limited to, for such purposes, the assisting of churches and pastors with the process of recovery due to conflict in the termination of a pastor by a church by providing counseling, unemployment sustenance, ministry search resources, leadership skills training, and any other activity not prohibited to corporations under the Florida Not For Profit Corporation Act that is in furtherance of tax exempt purposes.

Article 4

The method of election of directors shall be stated in the Bylaws of the corporation. The corporation shall have a minimum of three (3) directors.

Article 5

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private 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 tax-exempt purposes of the corporation set forth in Article 3.

Article 6

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, or educational purposes as shall at the time qualify as an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article 7

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 or in opposition to any candidate for public office.

Article 8

The street address of the initial registered office of the corporation is 801 Seminole Boulevard, Largo, Florida 33770, and the name of the initial registered agent of the corporation at the initial registered office is Richard Behers.


Article 9

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, except that the corporation 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) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article 10

The period of the duration of the corporation is perpetual unless dissolved according to law.

In Witness Whereof, the undersigned, being the incorporator of this corporation, has executed these Articles of Incorporation this 24 day of MARCH, 2004.


Richard Behers, Incorporator

**Certificate of Designation
Registered Agent/Registered Office**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the corporation is: THE CHURCH AND MINISTER'S RECOVERY NETWORK, INC.

2. The name of the registered agent and office is: **RICHARD BEHERS**, and the address of the registered office is: **801 Seminole Boulevard, Largo, Florida, 33770.**

Acceptance By Registered Agent

Having been named as registered agent to accept service of process for the above named 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.

March 24, 2004
Date


Richard Behers, Registered Agent

SECRETARY
DIVISION
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