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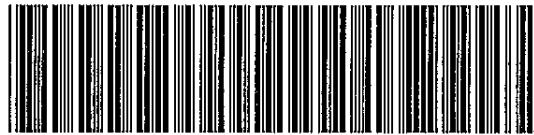
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04 APR -9 PM12:19

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FILED
JOURNAL OF STATE
TALLAHASSEE, FLORIDA
DUE DATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: Tabernacle Missionary Baptist Church of Bay County, 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: R. Michael Hill, Registered Agent
Name (Printed or typed)

431 Oak Avenue

Address

Panama City, FL 32401

City, State & Zip

850-872-4128

Daytime Telephone number

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

ARTICLES OF INCORPORATION
Of
Florida Non-Profit Corporation

FILED

04 APR -9 PM 12:19

FLORIDA STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator (s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation shall be Tabernacle Missionary Baptist Church of Bay County, Inc.

ARTICLE II
The Principal place of business and mailing address

The principal place of business and mailing address shall be: 1204 North Palo Alto Avenue, Panama City, Florida 32401

ARTICLE III
Purpose(s)

The specific purpose(s) for which the corporation is organized is to preserve and secure the principals of our faith and to insure that the body will be governed in an orderly manner, preserving the liberties of each individual church member and the freedom of action of the membership in relationship to other churches, associations and congresses of the same faith. To operate as a Christian spiritual service provider and direct-support organization to receive, hold, invest, and administer property and to make expenditures to or for the benefit of the church and its membership in Bay County Florida and surrounding areas.

To operate exclusively in any other manner for such charitable, educational, and societal purposes as will qualify it as an exempt organization under 501(C) (3) of the Internal Revenue Code of 1954 as amended, or under any corresponding provisions of any subsequent Federal Tax Laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations. Said corporation/organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c) (3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization 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.

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization

exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Upon the dissolution of this corporation/organization assets shall 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.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation/organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE IV **Manner of election of directors**

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of three persons initially. The initial incorporators shall serve as the Board of Directors and Corporate Officers. The initial term of office shall be for a period of one year or until such time as the corporation's initial annual meeting. The number of directors may be increased or decreased from time to time and subsequent terms of office shall be served as provided in the Corporate Bylaws.

ARTICLE V **Limitation of corporate powers**

The corporate powers of the corporation are as provided in section 617.0302, Florida Statutes.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing or via electronic transmission to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written or electronic consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by unanimous written or electronic transmission consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the directors to so act. Such a statement shall be *prima facie* evidence of such authority.

ARTICLE VI

The name and the street address of the initial registered agent is:

R. Michael Hill
431 Oak Avenue
Panama City, Florida 32401

ARTICLE VII Incorporators

The name(s) and the street address (es) of the incorporator (s) for these articles of incorporation are:

Rev. James McCalister, Pastor/Director
1204 N. Palo Alto Avenue
Panama City, Florida 32401

Mr. George Cox, Chairman/Director
218 Collinsfurst Square
Panama City, Florida 32404

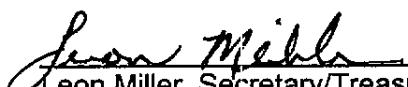
Mr. Leon Miller, Secretary/Treasurer
1508 Mississippi Avenue
Lynn Haven, Florida 32444

ARTICLE VIII Indemnification

The Corporation shall indemnify, or advance expenses to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and condition as it shall determine, to indemnify or advance expenses to, any person made, or threatened to be made, a party to any action, suite, or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

The undersigned incorporator has executed these Amended Articles of Incorporation this
10th day of April, 2004.

Signature of Incorporator:


Leon Miller, Secretary/Treasurer

**CERTIFICATE OF DESIGNATION OF
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/REGISTERED AGENT, IN THE STATE OF FLORIDA.

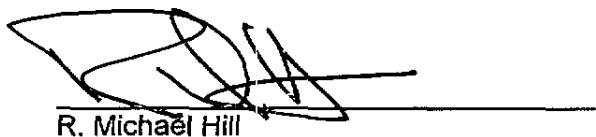
1. The name of the corporation is:

Tabernacle Missionary Baptist Church of Bay County, Inc.

2. The name and address of the registered agent and office is:

R. Michael Hill
431 Oak Avenue
Panama City, Florida 32401

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.



R. Michael Hill

DATE: April 10, 2004