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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

New Destiny Kingdom Life Ministries, Inc.

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**ARTICLES OF INCORPORATION
OF
NEW DESTINY KINGDOM LIFE MINISTRIES, INC.**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and hereby agrees and certifies as follows:

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of the Corporation shall be NEW DESTINY KINGDOM LIFE MINISTRIES, INC., whose principal office and mailing address shall be located at 1830 North Main Street, Kissimmee, Florida 34744.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation (the "Corporation") shall commence corporate existence immediately upon the filing of these Articles with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
PURPOSES

This Corporation shall be organized exclusively for the following purposes:

- (a) To operate as a religious organization, specifically to operate as a church. To hold at least two (2) weekly services to minister the gospel as written in the Holy Bible; and
- (b) For religious, education and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. Internal Revenue Law; and
- (c) Notwithstanding any other provisions 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 U.S. Internal Revenue Law.

ARTICLE IV
POWERS

This Corporation shall have all of the powers enumerated for corporations in the Florida Not For Profit Corporation Act, as it now exists and as hereafter amended, and all such other

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powers as are permitted by applicable law, including, without limitation and only by illustration, the following powers unless later restricted by applicable law:

- (a) To have succession by its corporate name for the duration of its existence.
- (b) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."
- (d) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (g) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
- (h) To increase, by a vote of its members cast as the bylaws may direct, the number of its directors, so that the number shall not be less than three but may be any number in excess thereof.
- (i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (k) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not for Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.

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(l) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(m) To adopt, change, amend and repeal bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers.

(n) To have and exercise all powers necessary or convenient to affect its purpose.

(o) To merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

Notwithstanding any other provision of this Article, the Corporation will not carry on any activities not permitted to be carried on by (1) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (26 U.S.C. §501(c)(3)) or of corresponding provision of any future United States Internal Revenue Code, or (2) a corporation contributions to which are deductible under 170 (c)(2) of the Internal Revenue Code of 1986 (26 U.S.C. §170 (c)(2)) or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE V EARNINGS, DISSOLUTION ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purposes set forth in Article III hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 (b) by a corporation, 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). Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively

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for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI
MEMBERSHIP

The members of this not for profit corporation shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be located at 1830 North Main Street, Kissimmee, Florida 34744, and the registered agent of the Corporation at that address shall be Michael A. Phillips. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS AND MANNER OF ELECTION

This Corporation shall have five (5) directors initially. The directors shall be elected or appointed and the number of directors may be either increased or diminished from time to time as provided in the Bylaws. The names and street addresses of the initial directors of this Corporation are:

Michael A. Phillips, President
1830 North Main Street
Kissimmee, FL 34744

Samantha Phillips, Vice-President
1830 North Main Street
Kissimmee, FL 34744

Druvonda Woods, Secretary
2008 N. Brack Street
Kissimmee, FL 34744

Sylvia Encarnacion, Treasurer
226 Strathmore Circle
Kissimmee, FL 34744

Jorge Encarnacion, Clerk
226 Strathmore Circle
Kissimmee, FL 34744

Directors may be removed with or without cause. The manner in which directors are elected or appointed will be as stated in the Bylaws.

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ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

Michael A. Phillips
1830 North Main Street
Kissimmee, FL 34744

ARTICLE X
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such to the fullest extent permitted under applicable law.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors present at any annual, regular or special meeting provided a quorum is present.

ARTICLE XIV
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

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IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida, to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereunto sets his hand and seal this 1st day of OCTOBER, 2004.


Michael A. Phillips, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091, Florida Statutes, the following is submitted:

NEW DESTINY KINGDOM LIFE MINISTRIES, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office at 1830 North Main Street, Kissimmee, Florida 34744, has named and designated Michael A. Phillips Harriman as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 1st day of OCTOBER, 2004.


Michael A. Phillips, Registered Agent