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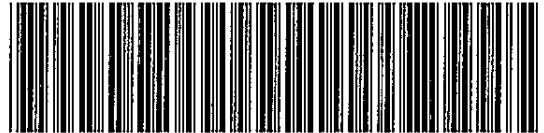
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DEPARTMENT OF STATE
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TALLAHASSEE, FLORIDA

2004 OCT 13 A 10:50

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 925001 8432A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : October 13, 2004

ORDER TIME : 12:54 PM

ORDER NO. : 925001-005

CUSTOMER NO: 8432A

CUSTOMER: Mr. Jan Leach
Sobering,white & Luczak, P.a.

Suite 240
558 West New England Ave.
Winter Park, FL 32789

DOMESTIC FILING

NAME: SABBATH GRACE FELLOWSHIP,
INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
SABBATH GRACE FELLOWSHIP, INC.**

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2004 OCT 13 A 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By these Articles of Incorporation (the "Articles"), the undersigned Incorporator forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions:

ARTICLE I
NAME

1.1 The name of the corporation shall be SABBATH GRACE FELLOWSHIP, INC. For convenience, the corporation shall be referred to in these Articles as the "Corporation".

ARTICLE II
DURATION

2.1 The Corporation shall exist perpetually unless and until dissolved according to law. Corporate existence of the Corporation shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III
DEFINITIONS

The following words shall have the definitions set forth below for purposes of these Articles:

- 3.1 "Articles" shall mean these Articles of Incorporation.
- 3.2 "Board" or "Board of Directors" shall mean the Board of Directors of the Corporation.
- 3.3 "Bylaws" shall mean the Bylaws of the Corporation.
- 3.4 "Corporation" shall mean and refer to Sabbath Grace Fellowship, Inc., a Florida corporation not for profit, and its successors and assigns.
- 3.5 "Member" shall mean and refer to each of the Members of the Corporation, from time to time, as provided in Article V hereof.

ARTICLE IV
PRINCIPAL OFFICE

4.1 The principal office of the Corporation shall be located at 518 Zachary Drive, Apopka, Florida 32712.

ARTICLE V
REGISTERED OFFICE AND AGENT

5.1 Terry G. Pooler, whose address is 518 Zachary Drive, Apopka, Florida 32712, is hereby appointed the initial registered agent of the Corporation and the registered office shall be at said address.

ARTICLE VI
PURPOSE AND POWERS OF THE CORPORATION

6.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, trustees, officers, directors or other private persons; except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the following purposes. The Corporation is formed for the purposes of conducting a church and advancing, publicizing and advocating those Christian ideals associated therewith. The Corporation shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as may be expressly set forth in these Articles and or the Bylaws of the Corporation. The Corporation shall have the power and authority to perform any and all lawful acts permitted to be done by these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of its duties or powers.

6.2 The purposes for which the Corporation 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. Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization (i) exempt from Federal Income Tax under Section 501(C)(3) of the Internal Revenue Code of 1986 or any corresponding provision of any future United States Internal Revenue law, or (ii) contributions to which are deductible under section 170 (c)(2) of the Internal revenue Code, or corresponding section of any future federal tax code. Without limiting the generality of the foregoing, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the organization shall not participate, or intervene in, any political campaign on behalf of any candidate for public office.

6.3 Upon the dissolution of the Corporation, its assets shall be distributed for 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 income 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 a court of competent jurisdiction of the county and state in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s) as such Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VII **MEMBERSHIP**

7.1 **Membership.** The Members of the Corporation shall be those individuals who, from time to time, have been accepted by the Corporation as members thereof pursuant to the terms and conditions set forth in the Corporation's Bylaws and who remain in good standing as such thereafter. The original Member of the Corporation is Terry G. Pooler.

ARTICLE VIII **VOTING RIGHTS**

8.1 Each Member of the Corporation shall be entitled to exercise one vote on all matters which, pursuant to the Bylaws of the Corporation, are required to be submitted to and considered by the Members as a whole.

ARTICLE IX **BOARD OF DIRECTORS**

9.1 The affairs of the Corporation shall be managed by a Board consisting of seven (7) Directors, whose number may be either increased or decreased from time to time by amendment to the Bylaws of the Corporation; provided that there shall always be an odd number of directorships created.

ARTICLE X **OFFICERS**

10.1 The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at a meeting designated for such purpose, and they shall serve at the pleasure of the Board of Directors.

ARTICLE XI **INDEMNIFICATION**

11.1 Indemnification. Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of the Corporation, or having served at the Corporation's request as a director or officer of any other corporation, whether or not he or she is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Corporation approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

11.2 Expenses of Lawsuits. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Corporation as authorized by these Articles.

11.4 Insurance. The Corporation shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE XII BYLAWS

12.1 The Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XIII AMENDMENTS

13.1 Amendments to these Articles of Incorporation shall be made in the following manner:

13.2 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

13.3 Notice. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

13.4 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of Members entitled to vote thereon.

13.5 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

13.6 Agreement. If a majority of the Members entitled to vote, as provided above, sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the requirements set forth in subsections 13.1 through 13.3 had been satisfied

13.7 Action Without Directors. The Members may amend these Articles without an act of the Directors at a meeting for which notice of the changes to be made are given.

13.8 Limitations. No amendment of these Articles shall make any changes in the qualifications for Members or the voting rights of Members without the unanimous approval in writing by all Members.

13.9 Filing. A copy of each amendment shall be certified by the Secretary of State, State of Florida.

13.10 Dissolution. In the event the Corporation is dissolved, the assets of the Corporation shall be conveyed in accordance with the terms and conditions set forth in Article VI above.

ARTICLE XIV INCORPORATOR

14.1 The name and address of the Incorporator to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Terry G. Pooler	518 Zachary Drive, Apopka, Florida 32712.

ARTICLE XV
NON-STOCK CORPORATION

15.1 The Corporation is organized on a non-stock basis and shall not issue shares of stock evidencing membership therein.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these Articles of Incorporation to be executed on the 11th day of October, 2004.

Signed, sealed and delivered
in the presence of:

[Signature]

Rogert S. Walker Jr.
(Print Name)

[Signature]

Pamela S. Walker
(Print Name)

[Signature]

Terry G. Pooler

STATE OF FLORIDA)
) S.S.:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 11th day of October, 2004, by Terry G. Pooler, who is

[] is personally known to me; or
[X] has produced A Florida Drivers License as identification;

[Signature]

NOTARY PUBLIC

My Commission Expires:

(Seal)

(Print Name)



Pamela S. Walker
Commission # DD123361
Expires June 12, 2006
~~Bonded To~~
Atlantic Bonding Co., Inc.

(Serial Number, if any)

**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

Sabbath Grace Fellowship, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 518 Zachary Drive, Apopka, Florida 32712, has named Terry G. Pooler, located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 and agree to comply with the provisions of said Acts relative to keeping open said office.


Terry G. Pooler, Registered Agent

Dated: October 11th, 2004

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2004 OCT 13 A 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA