

N05000001873

DONALD P HAMMOND

(Requestor's Name)

568 PAYTON ROAD

(Address)

MONTICELLO FL

(Address)

550-997-4009

MONTICELLO FL 32344

(City/State/Zip/Phone #)



PICK-UP



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MAIL

CORNERSTONE WORLDWIDE MINISTRIES, INC.

(Business Entity Name)

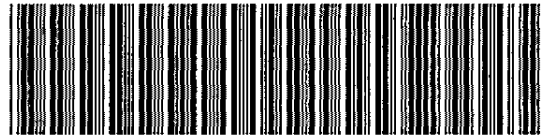
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V. Ingram

ARTICLES OF INCORPORATION  
OF  
CORNERSTONE WORLDWIDE MINISTRIES, INC.  
(A Corporation Not for Profit)

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

I.  
NAME OF CORPORATION

The name of the Corporation shall be Cornerstone Worldwide Ministries, Inc. (hereinafter the "Corporation").

II.  
ADDRESS OF PRINCIPAL OFFICE

The address and the mailing address of the principal office of the Corporation is 568 Payton Road, Monticello, Florida 32344.

III.  
STATEMENT OF PURPOSES

The purposes for which the Corporation is formed are:

This Corporation is formed solely and entirely as a religious, charitable, spiritual, and educational organization, and within such type of activities, its purposes are:

A. To proclaim the good news of God's love for humanity, including: God's call for humanity to strive for perfection; that salvation is available to us through Jesus Christ and that power from on high becomes available to the believer baptized in the Holy Spirit to do the will of God on earth.

B. To break the shackles that bind people in spiritual darkness and bring them into relationship with their heavenly Father and share the understanding that we are all brothers and sisters invited to join the heavenly kingdom as described in the Bible and spoken of by Jesus Christ.

C. To establish, foster, and encourage religious, social, educational and/or charitable institutions and/or projects in the United States and internationally that address the spiritual, material, social, and/or religious needs of people desirous of aid from a Christ-centered organization.

D. To aid, support, maintain, and assist, by gift, donation or otherwise, established religious or charitable institutions, which have qualified under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or corresponding provisions of any subsequent Federal tax laws, whose objects or purposes are to give religious, spiritual, educational or charitable assistance to children, maimed, crippled, aged, indigent or needy persons, or to aid, support, maintain, assist, give, or donate to such individuals who are deserving of charitable aid.

E. To assist by gift, loan, or otherwise such talented, industrious, or needy persons, as shall be selected by the Directors of this Corporation, to pursue their studies or to develop their talent in any school or university approved by such Directors.

F. To operate through its officers, Directors, committees, or other agencies, to seek out and investigate cases of worthy charity and to administer unto deserving and charitable cases, through means derived from the contributions of its members and others and from such other sources as may in the discretion of the Directors be judicious and necessary

G. To engage in all actions permissible by law.

H. Nothing in these Articles of Incorporation or in the Bylaws of the Corporation shall authorize the Corporation to, and the Corporation shall not, enter any transaction, carry on any activity, or engage in any business for pecuniary profit, and any income received by the Corporation shall be applied only to the nonprofit purposes and objectives of the Corporation set forth herein and no part thereof shall inure to the benefit of any private member or individual.

#### IV. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting at least 3 members and not more than 12 members. The number and appointment of the Directors shall be as follows: The Incorporator shall appoint the initial Directors. Future vacancies on the Board of Directors shall be filled accordingly: (a) The President of the Corporation, who is also the Senior Minister, shall nominate candidates to the Board, and (b) a quorum of the Board of Directors shall review candidates and vote on acceptance. If the number of Directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a absolute majority or by the sole remaining Director. A person elected to the Board of Directors shall hold their position for three (3) calendar years, from the date of election, until his or her resignation, death or removal from office.

The initial Board of Directors shall be composed of:

Donald P. Hammond  
568 Payton Road  
Monticello, Florida 32344

Ronald D. Harrell  
568 Payton Road  
Monticello, Florida 32344

Cathy C. Harrell  
568 Payton Road  
Monticello, Florida 32344

Robert A. Firestine  
3855 N. Alvernon Way  
Tucson, AZ 85718

Suzanne Firestine  
3855 N. Alvernon Way  
Tucson, AZ 85718

V.  
**POWERS AND LIMITATIONS**

To accomplish the foregoing objectives and purposes, and for no other purpose, the Corporation shall have powers granted by Section 617.0302, Florida Statutes, as amended from time to time, along with the following powers, all subject to the limitations hereafter provided:

A. To solicit, accept, and collect pledges, donations, contributions, and gifts in cash or in property, and to take and to hold, by bequest, devise, gift and purchase or lease, either absolutely or in trust, for its objects and purposes or any of them, any property, real, personal or mixed, without limitation as to the amount, except such limitation, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and to expend the income therefrom or the principal thereof for any of the Corporation's objectives and purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes, or any of them (but for no other purposes), and in administering the same to carry out the directions and to exercise the powers contained in the trust instrument under which the property is received, including the expenditure of principal, as well as income, for one or more of such purposes if authorized or directed in the trust instrument under which it is received.

B. To create and control other corporations, foundations or organizations deemed advisable to best accomplish the purposes of this Corporation.

C. To acquire by purchase, lease, contract, or otherwise any property, real, personal or mixed, including interests in oil, gas and other minerals, stocks, bonds, notes, and other interests or obligations of Corporations, partnerships, or other business organizations.

D. To own, hold, sell, convey, lease, and otherwise manage, contract with reference to, or dispose of all or any part of its assets, real or personal, on any terms and conditions as may be lawful, and likewise to invest all proceeds and income of such assets in any type or kind of property, real, personal, or mixed, as appears advisable and as permitted of Corporations and foundations by law, and if deemed advisable by the Board of Directors, the Corporation may enter into any general, special or limited partnership as a general, special or limited partner.

E. To borrow money, execute notes, mortgages, trust indentures, bonds, and to enter into such other contracts as shall be deemed advisable by the Board of Directors and in furtherance of the purposes of the Corporation.

F. To have and maintain such office or offices and related equipment as are necessary to administer the affairs of the Corporation and to do any and all things necessary in the

premises in order to effectively receive, administer, manage, operate, disburse, and control any funds and or property of any nature which the Corporation may have.

G. In fulfilling its objectives and purposes, as hereinabove set out, and its powers, the Corporation shall be subject to the following limitations:

(1) At no time, either on dissolution or prior thereto, shall any part of the funds or assets of the Corporation inure to the benefit of any private individual (other than by grants in aid in conformity with the purposes hereinabove enumerated), nor be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall at no time participate in or intervene in any way, including the publishing or distribution of statements, in any political campaign on behalf of any candidate for public office.

(2) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

(3) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

(4) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 as amended, or corresponding provisions of any subsequent Federal tax laws.

(5) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

(6) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

(7) The Corporation is not formed for profit, but shall be operated exclusively for religious, charitable, religious, and/or educational purposes.

(8) No financial gain shall ever inure to the benefit of any donor or other person contributing property to the Corporation and none of its property shall ever be distributed, conveyed or otherwise transferred to any trustee of the Corporation.

(9) No part of the net earnings of the Corporation shall inure to the benefit of any Trustee, or officer of the Corporation, and no Trustee, or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(10) No part of the net earnings of the Corporation shall inure to 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 purposes set forth in Article three herein.

(11) The Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any subsequent Federal tax laws.

The Directors shall at all times honor the wishes of the donors regarding the disbursement of funds or property donated by them, so long as those wishes do not run counter to the purposes and limitations of the Corporation as established in these articles and Bylaws.

## VI. INDEMNIFICATION

None of the Directors shall be required to furnish any bond or surety and none of them shall be responsible or liable for the acts of omissions of any other director or predecessor director. The Corporation shall indemnify and hold the Directors harmless against any claims, suits or damages, including attorney's fees incurred in carrying out their duties for this Corporation. No Director shall be responsible for any action taken as a Director, officer or employee of the Corporation unless said action is proved to constitute criminal behavior. Corporation hereby agrees to indemnify, defend (with counsel selected by Corporation, approved by Director, with such approval not unreasonably withheld), protect and hold harmless Directors from and against any and all claims, demands, losses, damages, liabilities, fines, penalties, charges, administrative and judicial proceedings and orders, judgments, remedial action and compliance requirements of any kind, and all costs and expenses incurred in connection therewith, including, without limitation, actual attorneys' fees and costs of defense and costs and expenses of all experts and consultants (collectively, the "Losses"), arising directly or indirectly, in whole or in part, from any activities taken in the capacity as a Director of this Corporation.

The Directors shall have all the powers, except as herein limited, as provided by common law and by the State of Florida and such other states as the Corporation may function in, including the advancement of education as it relates to freedom of the practice of religion and including the power to adopt Bylaws to govern the conduct of its business.

## VII. TERM OF EXISTENCE

The term for which this Corporation shall exist shall be perpetual unless dissolved according to law.

## VIII. MEMBERSHIP

The Corporation shall not have members.

## IX.

## BYLAWS

The initial Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered or rescinded by the Directors in the manner provided by such Bylaws.

### X. INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The registered office of the Corporation shall be located at 568 Payton Road, Monticello, Florida 32344 and the registered agent shall be Donald P. Hammond.

### XI. INCORPORATOR

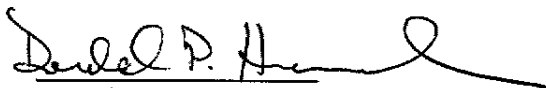
The name and address of the incorporator of these Articles of Incorporation is as follows:

Donald P. Hammond  
568 Payton Road  
Monticello, Florida 32344

### XII. AMENDMENT

The Corporation reserves the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, according to law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of February, 2005.

  
Donald P. Hammond.

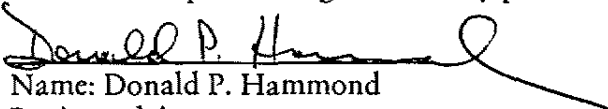
### CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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 Cornerstone Worldwide Ministries, Inc.
2. The name and address of the registered agent in office is: Name: Donald P. Hammond.  
Address: 568 Payton Road, Monticello, Florida 32344.

Corporate Officer  
Title: President  
Date: February 23, 2005

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 statute 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.

  
Name: Donald P. Hammond  
Registered Agent

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TALLAHASSEE, FLORIDA