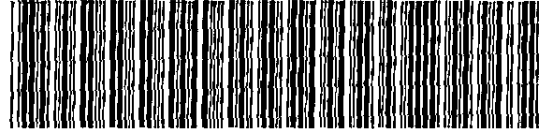


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M. James Ministries, Inc.
49 W. 16th Street
Jacksonville, Florida 32204
(City/State/Zip/Phone #)



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2/28/05

ARTICLES OF INCORPORATION

OF

M JAMES MINISTRIES, INC.

FILED
2005 FEB 18 AM 11:17

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned natural person hereby establishes a not for profit corporation pursuant to the "Florida Non-Profit Corporation Act" and adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is **M JAMES MINISTRIES, INC.**

ARTICLE II. GENERAL PURPOSE

This corporation is organized for the purpose of Christian Ministry and Outreach, and for the purpose of transacting or engaging in all other activities permitted for a corporation not for profit under the laws of the United States and of the State of Florida, which are conducive to serving the mission of Christian Ministry and Outreach.

ARTICLE III. EXEMPT ORGANIZATION

This corporation is formed pursuant to IRS Section 501(c)(3) and it is the intent of the members of this corporation to engage only in activities permitted for such an exempt corporation. This corporation is established for religious purposes only and no part of the net earnings, if any, shall insure to the benefit of any private party. Further, no substantial part of the corporation's activities shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, and there shall be no participation or intervention in any in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV. DURATION

This corporation shall have perpetual existence commencing on the day of filing of Articles of Incorporation by the Department of State.

ARTICLE V. MEMBERSHIP

The corporation shall have no membership.

ARTICLE VI. BOARD OF DIRECTORS

The Business and affairs of the corporation shall be conducted, managed, and controlled by a Board of Directors. The Board of Directors shall consist of that number of persons set forth in the Bylaws of this corporation, all of whom shall be members of this corporation. The number of directors, if the Bylaws fail to fix such a number, shall be determined by resolution adopted from time to time by the Board of Directors, provided that the number of directors shall not be more than ten nor less than three. The Board of Directors shall be elected by a majority of the Directors then in office, in the manner set forth in the Bylaws of the corporation. The following persons are

elected to serve as the corporation's initial directors until the first annual meeting of the Board of Directors or until their successors are duly elected and qualified:

Names and Address:

Michael James, Sr.
306 Fawnridge Lane
Orange Park, Florida 32073

Debra A. James
306 Fawnridge Lane
Orange Park, Florida 32073

Darian Oliver
8466 Perkins Place
Jacksonville, Florida ~~32210~~ 32221

ARTICLE VII. OFFICERS

The Board of Directors shall elect a President/Pastor, Secretary, Treasurer, and such other officers as the Board believes will be in the best interest of the corporation and shall serve at pleasure of the Board of Directors. These officers shall be elected at the first meeting of the Board of Directors and shall continue to hold office for the term of one year or until their successors are duly elected and qualified.

ARTICLE VIII. BYLAWS

The Board of Directors shall have the power to adopt the initial Bylaws of the corporation. Thereafter, the power to amend such Bylaws shall be vested as provided in the Bylaws themselves.

ARTICLE IX. AMENDMENTS TO ARTICLES OF INCORPORATION

The corporation may amend its Articles of Incorporation by a majority vote of the Board of Directors then in office.

ARTICLE X. INDEMNIFICATION

An officer or director of this nonprofit organization shall not be personally liable for monetary damages to any person for any statement, vote, decision, or failure to take action, regarding organizational management or policy by an officer or director, unless:

- a) the officer or director breached of, or failure to perform, his or her duties as an officer or director, and
- b) the officer's or director's breach of, or failure to perform, his or her duties constitutes:
 - 1) A violation of the criminal law; unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was lawful. A judgement or other final adjudication against an officers or director in any criminal processing for violation of the criminal law stop that officer or director from contesting the fact that his or her breach, or failure to perform,

constitutes a violation of the criminal law, but does not stop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was unlawful;

- 2) A transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or
- 3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. Recklessness shall be defined for these purposes as the following: acting, or omission to act, in conscious disregard of a risk; (1) known, or so obvious that it should have been known, to the officer or director; and (2) known to the officer or director or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such act or omission.

ARTICLE XI. REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation and the mailing address of this corporation are:

Principal office/registered office:

**49 W. 16th Street
Jacksonville, Florida 32204**

Mailing address for the Corporation:

**49 W. 16th Street
Jacksonville, Florida 32204**

And the name of the initial registered agent of this corporation at this address is: **Bishop Michael James, Sr.**

ARTICLE XII. DISSOLUTION

In the event of the liquidation or dissolution of this corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or such proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed exclusively for purposes within those purposes set forth in these Articles of Incorporation and within the provisions of section 501(c) (3) of the Internal Revenue Code, as amended, and its regulation, as they now exist or as amended from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day, of January, 2005.


Bishop Michael James, Sr.


**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE AND ACCEPTANCE**

PURSUANT TO THE PROVISION 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 **M JAMES MINISTRIES, Inc.**
2. The name and address of the registered agent and office is:

**49 W. 16th Street
Jacksonville, Florida 32204**

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.


Bishop Michael James, Sr., Initial Registered Agent

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TALLAHASSEE FLORIDA