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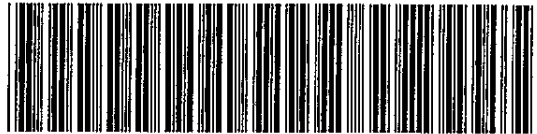
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

~~W-5-15752~~

T. Hampton APR 12 2005

TRANSMITTAL LETTER

March 15, 2005

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

RE: THE CHURCH AT THE WELL d.b.a. THE WELL

Enclosed is an original and one (1) copy of the Articles of Incorporation and a money order \$87.50 (Eighty Seven dollars and Fifty cents) being the cost of filing fee, certified copy and certificate.

Sincerely,

Joseph Thompson
12821 Rockbridge Circle
Colorado Springs, CO 80921
719.661.6618



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

RECEIVED
05 APR 11 11 3 18

March 28, 2005

JOSEPH THOMPSON
12821 ROCKBRIDGE CIR
COLORADO SPRINGS, CO 80921

SUBJECT: THE CHURCH AT THE WELL INC. (D.B.A. THE WELL)
Ref. Number: W05000015741

We have received your document for THE CHURCH AT THE WELL INC. (D.B.A. THE WELL) and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filings Section

Letter Number: 505A00020945

**ARTICLES OF INCORPORATION
OF
THE CHURCH AT THE WELL**

A Nonprofit Corporation

FILED

05 APR 11 AM 8:08

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of the Florida Nonprofit Corporation Act, the undersigned, acting as incorporator, establishes a Florida Nonprofit Corporation.

**Article One
Name of Corporation**

The name of the Corporation shall be The Church at The Well Inc.

**Article Two
Principal Office**

The principal place of business and mailing address of this corporation shall be:

304 Little Springs Lane, Longwood, FL 32750

**Article Three
Nonprofit Purposes and Powers**

The purposes for which the Corporation is organized are:

For charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (the "Code"), or corresponding section of any future federal tax code.

To bring forth the Gospel message of the Lord Jesus Christ, through the presentation of the written word of God, the Holy Bible.

To instruct and train ministers and Christian workers for service both within the church, and in the entire religious community; and to further other religious and charitable work in Seminole County and elsewhere (throughout the world).

To do any and all such acts and things and engage in all activities which are incidental to or carried on in connection with the foregoing purposes stated above.

To receive by gift, devise, bequest or otherwise, any money or property, absolutely or in trust, to be used, either the principal or income therefrom, for the furtherance of any of the purposes as in these articles set forth.

To own, hold, acquire, lease, exchange, sell and otherwise deal in and dispose of, property, real and personal, tangible and intangible, for the purpose of furthering and carrying into effect the foregoing objects and purposes.

To borrow money and to make, accept, endorse, transfer, assign, execute and issue bonds, promissory notes, debentures and all other evidences of indebtedness, for the purpose of securing any of its obligations or contracts, upon such terms and conditions as the Board of Directors shall authorize and as may be permitted by law.

Article Four Distribution of Net Earnings

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 this article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future tax code.

Article Five Powers

The Corporation shall have all of the rights, privileges and powers now or subsequently conferred on nonprofit corporations by the laws of Florida. The Corporation shall have and may exercise all powers necessary or convenient to effect any of the purposes for which the Corporation was organized.

Article Six Initial Officers

The number of initial Officers of this Corporation shall be three (3)

Joseph A. Thompson, President, 12821 Rockbridge Circle, Colorado Springs, CO 80921

Ron Mast, Treasurer, 7530 Colby Court, Colorado Springs, CO 80919

Sola Thompson, Secretary, 12821 Rockbridge Circle, Colorado Springs, CO 80921

Article Seven Manner of Appointment

The manner in which the Officers are appointed is laid out in the byelaws.

**Article Eight
Duration**

The period of duration of this Corporation is perpetual.

**Article Nine
Dissolution/Distribution of Assets**

On the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, for public purposes. Any assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to the organization or organizations that the court shall determine, which are organized and operated exclusively for such purposes.

**Article Ten
Membership**

The Corporation shall have members. The classes of membership and the qualifications and rights of the members of each class shall be set forth in the bylaws. The membership shall only have such voting rights as are specified in the bylaws.

**Article Eleven
Board of Trustees**

The business of the Corporation shall be managed by a board of Trustees consisting of not less than 5, nor more than 9 members, the exact number to be set by action of the board of directors. Trustees shall be elected in accordance with the provisions of the bylaws. The term during which any member the board of Trustees shall hold office shall be as provided in the bylaws.

The number of Trustees may be increased or decreased at any time by action of the board of directors. Directors shall not be required to be residents of Florida to serve. Trustees shall serve a term of five years, or until their successors are elected and qualify. Trustees shall serve consecutive terms plus the portion of an unexpired term to which they may have been appointed.

**Article Twelve
Contributions**

The Corporation shall have the power at any time, to request, accept or receive voluntary contributions from any individual, partnership, corporation, or other legal entity or association, whether a member or not. In the sole discretion of Corporation, members may contribute services or property, real or personal, by lease or donation.

**Article Thirteen
Initial Registered Agent and Street Address**

The Initial Registered Agent of the Corporation is:

J. Lee Grady

The Initial Registered Agent Street Address is:

304 Little Springs Lane, Longwood, FL 32750

**Article Fourteen
Limitations on Liability**

The personal liability of a director to the Corporation or its members, if any, for monetary damages for breach of fiduciary duty as a director is limited to the full extent provided by Florida law.

The directors, officers, employees and members, of the Corporation shall not, as such, be liable for its obligations.

Directors shall not be liable for actions taken or omissions made in the performances of corporate duties except for wanton and willful acts or omissions.

**Article Fifteen
Incorporation**

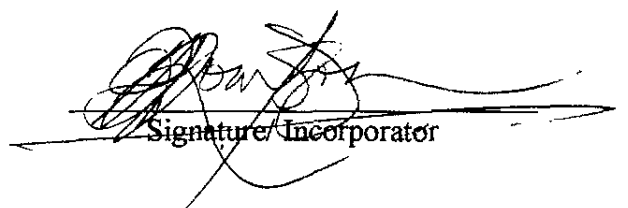
The name and address of the incorporators of this Corporation are:
Joseph A. Thompson, 12821 Rockbridge Circle, Colorado Springs, CO 80921

**Article Sixteen
Miscellaneous**

The books and records of the Corporation including a current and alphabetical list of the names and addresses of the members of the board of directors/ Officers, shall be kept at the principal office of the Corporation or such other place as the board of directors may from time to time determine.

IN WITNESS WHEREOF, the undersigned incorporator, and Registered Agent being at least eighteen (18) years of age, have subscribed this Certificate on this 16th day of MARCH 2005.


Signature/ Registered Agent


Signature/ Incorporator