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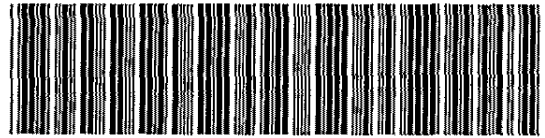
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The Law Offices of
Frederick H. Nelson, P.A.

ATTORNEYS AND COUNSELLORS AT LAW
234 NORTH WESTMONTE DRIVE
SUITE 3000
ALTAMONTE SPRINGS, FLORIDA 32714
Phone (407) 925-4575
Fax (407) 786-2978

April 15, 2005

Division of Corporations
Attn: New filings
Post Office Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation for Diocese of Christ the King, Inc.

Enclosed please find the Articles of Incorporation for Diocese of Christ the King, Inc., and check number 1900 in the amount of \$78.75 for the filing fee and certificate. Also enclosed is the Certificate Designating Registered Agent.

If you have any questions, please do not hesitate to call.

Sincerely,


Frederick H. Nelson, Esq.

FHN:sen

Enclosures: Articles of Incorporation , Registered Agent Certificate and check # 1900

DIOCESE OF CHRIST THE KING, INC.
An ecclesiastical jurisdiction within the one holy, catholic, and apostolic church.

ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be DIOCESE OF CHRIST THE KING, INC.

ARTICLE II

DIOCESE OF CHRIST THE KING, INC., (hereinafter also referred to as "Corporation" or "Diocese") shall be a biblically orthodox and evangelically focused Convention of Churches and Ministries organized within the greater ecclesiastical context of the one holy, catholic and apostolic church, and in affiliation with the Communion of Episcopal Convergence Churches USA.

ARTICLE III

The Corporation shall commence corporate existence upon the filing of these Articles of Incorporation and shall have perpetual existence unless sooner dissolved according to law or action to dissolve by the Corporation.

ARTICLE IV

The name and address of the initial registered agent and initial registered office is:

Frederick H. Nelson, Esq.
The Law Offices of Frederick H. Nelson, P.A.
234 North Westmonte Drive
Suite 3000
Altamonte Springs, Florida 32714

The initial principal place of business shall be:

Zion Christian Church
891 Copley St. SE
Palm Bay, FL 32909

The Corporation may change its street address, registered agent or the location of its registered office, or any of the above, from time to time without amendment of these Articles of Incorporation.

ARTICLE V

The Board of Directors (Trustees) shall be not less than three (3) in number and no more than twelve (12). The current names and addresses of Trustees are as follows:

The Rt. Rev. Hermes Carvalho Fernandes
2086 Galahad Dr.
Deltona, FL 32738

DIOCESE OF CHRIST THE KING, INC.

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The Rev. Dr. Richard Hanner
2116 W. Brooklyn Ave.
Dallas, TX 75208

The Rt. Rev. William Paul Mikler
431 Kentwood Ct.
Sanford, FL 32771

The Rev. Boyd William Morris
5370 Jarman St.
Colorado Springs, CO 80906

The Rev. Eric Michael Wright
1200 Hilltop Court
Palm Bay, FL 32909

ARTICLE VI

The purposes for which the Corporation is organized are: to operate exclusively for religious, charitable, educational and distinct ecclesiastical purposes regulated by the Holy Bible and the long-standing ecclesiastical traditions of the historic church, and to do so within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or any superseding statute thereto, so long as such statutes do not impinge on Christian freedom and liberty of conscience, and the clear meaning of the constitutions of the State of Florida and the United States of America as regarding religious freedom. The general purpose of this Corporation shall be the transaction of any and all lawful business, including but not limited to the purposes described below. The Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- (a) Religious
- (b) To conduct services of worship, to minister the Sacraments, to evangelize and teach Christian doctrine in the church and the world, to equip Christians for godly service, to pray for the Church and for rulers and for all men, to provide pastoral and other ministerial counsel in gentleness, to ordain qualified believers into the Christian ministry, to establish and oversee congregations and various ministries and mission orders, to assist in the establishment of other dioceses and/or provinces, and to do all as led to do so by the Lord Jesus Christ under the leadership of the Holy Spirit, in accordance with all of the commandments and provisions set forth in the Holy Bible, the authoritative Word of God, and in concert with the wise counsel of godly persons assisting. Pursuant thereto, the following activities and guidelines shall be established:
 - i. A recognized Creed, Code of Doctrine, Canons, Discipline, and Form of Worship shall be established in conformity with the Communion of Episcopal Convergence Churches USA.

DIocese OF CHRIST THE KING, INC.

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- ii. An Ecclesiastical Form of Government in the Episcopal tradition of the Church.
 - iii. Ordination of ministers upon completion of the prescribed course of study designated by the Diocese.
 - iv. An organization of ministers shall be established to minister in the congregations, dioceses, institutions, and ministries of the Diocese.
 - v. Establishment of membership in the abbeys, apostolates, churches, dioceses, and ministries of the Diocese based upon acceptance of the recognized Creed, Canons, Code Doctrine, Discipline, Form of Worship, and support of the Diocese.
 - vi. Spread the Word of the Gospel through preaching and teaching missions, private consultations, seminars, worship festivals, conferences, radio, television, internet communications, literature, and other forms of mass and/or electronic media for the purpose of discipling the individual in the Word of God.
 - vii. Establishment of various religious and educational services pursuant to the recognized Creed, Canons, Code Doctrine, Discipline, Form of Worship of the Diocese.
 - viii. Establishment of various religious commissions, departments, associations, alliances, institutions, publications, broadcasting, schools, mission stations, programs, and/or any and all such other vehicles as may be deemed appropriate and advisable by the Board of Trustees for the propagation of the Gospel and Christian and religious worship and where within the United States of America and/or in any other country.
 - ix. Establishment of an educational institution for the preparation of ministers on behalf of the churches and ministries of the Diocese.
- (c) Minister the Word of God to the faithful, and all others as Providence makes possible.
 - (d) To serve the Church and to promote and encourage truly catholic cooperation with other biblically orthodox communions, ministries and organizations ministering within the community or the nation, or abroad, or combinations thereof.
 - (e) To acquire and to hold such property, either real or personal as may be necessary to fulfill the purposes of the Corporation.
 - (f) 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".
 - (g) 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.

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- (h) 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.
- (i) 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.
- (j) 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.
- (k) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Trustees 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 incomes.
- (l) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.
- (m) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act or by other applicable law within or without the State of Florida.
- (n) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.
- (o) To raise and assist in raising funds for the purposes herein set forth.
- (p) To conduct and carry on religious services and instruction through the public media, including any form of computerized or electronic broadcasting, AM and FM radio, microwave distribution, closed circuit transmission, and cable television.
- (q) To acquire, own and operate such broadcasting as listed in VI (p).
- (r) To accept property and donations in trust for purposes of the Corporation.
- (s) To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic or foreign, as investments or otherwise, in carrying out any of the purposes of the Corporation and, while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.
- (t) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

DIOCESE OF CHRIST THE KING, INC.

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- (u) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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 these Articles. 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 publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income taxation 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).
- (v) To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.
- (w) To promote, by all proper and legitimate agencies and means, education and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.
- (x) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.
- (y) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.
- (z) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE VII

In addition to any rights and duties under applicable law, 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 except for willful misconduct or gross negligence.

ARTICLE VIII

The Corporation is not organized for pecuniary gain or profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any members, directors, trustees or individuals, except that the Corporation shall be authorized to and empowered to pay and to be paid a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI hereof. The

DIocese OF CHRIST THE KING, INC.

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Corporation shall privately and publicly promote the biblical foundations which under-gird moral thought and action in both public and private spheres.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by:

- (a) A Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), or
- (b) A Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue law).
- (c) In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to such Non-Profit Corporation qualifying as an organization exempt under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or any superseding statute thereof, and as an Organization qualifying as a public charity under the provisions of Section 509 (a) (1) or 509 (a) (2) of the Internal Revenue Code of 1954, as amended, or any superseding statute, as the Directors or Trustees of the Corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members, or for any other such purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

This Corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act with the expectation of all protections and privileges afforded by the Act. All Trustees of this Corporation now in good and regular standing, and such other members as the Board of Trustees shall from time to time admit to membership, shall be members of this Corporation. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE X

The business and property of the Corporation shall be managed by a Board of Trustees. The present Trustees now duly constituted and elected shall constitute the Board of Trustees and they shall hold their offices permanently and so far as may be until other or further election. In the event of the inability of any Trustees to act, or in the event of the death of any Trustee, the remaining Trustees shall elect another Trustee, or Trustees, to fill the vacancy or vacancies thus created. Each Trustee

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shall be a member in good standing of the Corporation. A new Trustee shall be elected by a majority vote of the total Trustees, excluding the Trustee whose position is being filled by vote.

- (a) The Trustees in their collective capacity shall be known as the Board of Trustees and under that name shall constitute the administrative body of the ministry, and as such shall conduct and transact all business of the Corporation.
 - (b) The Trustees shall have power and authority to hold an annual meeting of the Board of Trustees and may likewise hold special meetings as may be determined by the Board of Trustees. The annual meeting, if and when held, shall be held at a site agreed upon by the Board of Trustees on a day or days in January mutually agreed upon.
 - (c) There shall be but one class of membership in the Corporation. Membership in this Corporation may be obtained by natural persons of all races and colors who shall publicly profess belief in Jesus Christ as their Lord and Savior, and who shall further profess their belief in the purposes of this corporation as set forth hereinabove, and who shall thereafter be accepted into membership in such manner as provided by the Board of Trustees of this Corporation. The subscribers to these Articles of Incorporation and the initial Trustees of this Corporation shall be and constitute the initial members of this Corporation. Any Amendments to the Articles of Incorporation may be made only by the Board of Trustees. Likewise, the By-laws may be made, altered or rescinded only by the Board of Trustees of this Corporation, having received the vote of a majority of the Board of Trustees in office.
 - (d) The Board of Trustees shall have authority and power, which is hereby given, to provide suitable and proper means, religious ceremony and required tests and qualifications for entrance into the ministry of the Diocese, hereby being established and organized; and by and through the means established and administered, that any and all applicants inducted into the ministry may thereby be granted license, commission, or full ordination with all church authority possible for any Church or ecclesiastical body to be given or to possess or to administer, giving therein authority to administer all sacred services of ecclesiastical bodies and to include all sacred and sacramental services, and to further include the marriage services and together with the sacred services of baptism, any and all such additional departments, commissions, associations, alliances, dioceses, institutions, schools, mission stations, programs, and/or any and all such other vehicles as may be deemed appropriate and advisable by said Board of Trustees for the propagation of the Gospel and for Christian and religious worship and service, and where within the United States of America and/or in any other country or territory.
-
- (e) The Board of Trustees shall have power and authority which is hereby given, to negotiate or designate agents to negotiate all of the business transactions, all receipts and all disbursements, for any such additional departments, associations, institutions, schools, mission stations, programs, and/or any and all such other vehicles established or instituted by this Corporation.
 - (f) A majority of the Trustees shall constitute a quorum for the transaction by the Board of Trustees of any and all business, in accordance to the laws of the State of Florida.

DIocese of Christ the King, Inc.

An ecclesiastical jurisdiction within the one holy, catholic, and apostolic church.

- (g) The manner in which the Trustees of the Corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the Corporation.
- (h) The Corporation shall be a sovereign body, and the regulation of the internal affairs of the Corporation shall be governed by the provisions of the Bylaws of the Corporation.

ARTICLE XI

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.

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, does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and affirms that the Corporation has caused this document to be executed in its name by its President this 28th day of March, 2005 A.D.

DIocese of Christ the King, Inc.

BY William Paul Mikler
ITS PRESIDENT: The Rt. Rev. William Paul Mikler
Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE

This is to certify that on this 28th day of March, 2005 A.D., personally appeared before me William Paul Mikler, being by me first duly sworn, deposes and says that he signed the foregoing "Articles of Incorporation" in the capacity indicated, and that the statements therein contained are true and correct.

Paul P. Chao March 28, 05
NOTARY PUBLIC provided FIDK.

My Commission Expires:



Gisselle Micheo
My Commission DD312816
Expires April 22, 2008

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

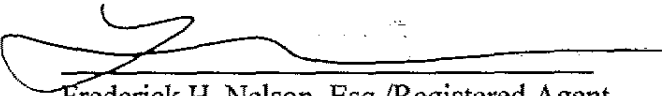
In compliance with Section 48.091, Florida Statutes, the following is submitted:

DIOCESE OF CHRIST THE KING, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its principal place of business at 891 Copley Street, SE, Palm Bay, Florida, 32909, and its Registered Agent at 234 North Westmonte Drive, Suite 3000, Altamonte Springs, Florida, 32714, and names Frederick H. Nelson, Esq., 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 24th day of March, 2005.


Frederick H. Nelson, Esq./Registered Agent