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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

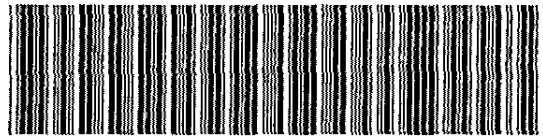
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May 3, 2005

VIA CERTIFIED MAIL 7003 2260 0005 9677 9939

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

Re: Pray USA!

Dear Sir or Madam:

The above referenced California corporation has relocated its offices and primary operations to Florida and desires to operate as a Florida corporation. Enclosed is a check in the amount of \$128.75, and the following forms:

Not for Profit Certificate of Domestication
Transmittal Letter
(Florida) Articles of Incorporation

If you have any questions or need additional information, please do not hesitate to contact me directly.

Very Truly Yours,

William F. Becker Jr., CPA
Senior Manager

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**NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION**

The undersigned, William C. Malone, CHIEF EXECUTIVE OFFICER,
(Name) (Title)

of PRAY U.S.A. I, INC., a foreign Corporation,
(Corporation Name)

in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was MAY 7, 1995.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was REDWOOD CITY, CALIFORNIA.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was PRAY U.S.A. I.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is PRAY U.S.A. I, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was ST. PETERSBURG, FLORIDA.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am CEO of PRAY U.S.A. I, INC.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 28 day of MARCH, 2005

William C. Malone
(Authorized Signature)

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Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

Pray U.S.A.! , INC.

ARTICLE II PRINCIPLE OFFICE

3121 Shoreline Drive
Clearwater, FL 33760

Mailing Address: P. O. Box 22066
St. Petersburg, FL 33742

ARTICLE III PURPOSE

- (a) This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- (b) This corporation is a nonprofit religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law primarily for religious purposes. The specific purpose for which this corporation is organized are to lead, direct and teach prayer, revival and evangelism in the Christian churches in Florida, the U.S. and other parts of the world.
- (c) Notwithstanding any other provision 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 Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- (d) No substantial part of the activities of this corporation shall consist of

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carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

ARTICLE IV MANNER OF ELECTION

The Directors are elected by a majority vote of the existing Directors.

ARTICLE V INITIAL DIRECTORS

The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

William C. Malone	3121 Shoreline Drive, Clearwater, FL 33760
Pamela L. Malone	3121 Shoreline Drive, Clearwater, FL 33760

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

William C. Malone	3121 Shoreline Drive, Clearwater, FL 33760
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ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

William C. Malone	3121 Shoreline Drive, Clearwater, FL 33760
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Having been named as registered agent and to accept service for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

William C. Malone
Signature/Registered Agent

March 28, 2005
Date

William C. Malone
Signature/Incorporator

March 28, 2005
Date

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