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FLORIDA NON-PROFIT CORPORATION

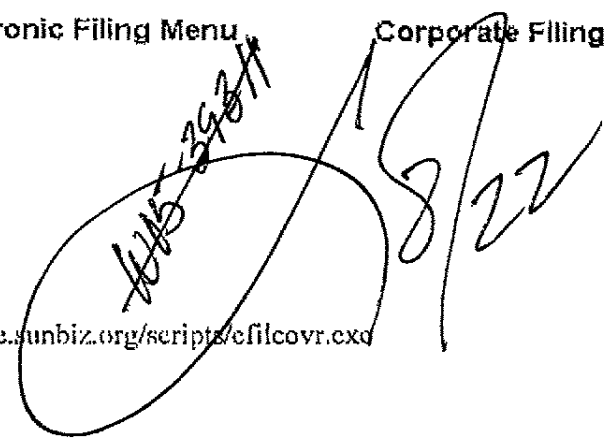
Eagle Nest International Ministries, Inc.

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**ARTICLES OF INCORPORATION
OF
EAGLE NEST INTERNATIONAL MINISTRIES, INC.
(A Florida Non-Profit Corporation)**

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05 AUG 19 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE
CORPORATE NAME AND PRINCIPAL OFFICE**

The name of the corporation is EAGLE NEST INTERNATIONAL MINISTRIES, INC. and its principal office and mailing address 178 Boucher Lane, Port Saint Joe, Florida 32456.

**ARTICLE TWO
DURATION**

This Corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

**ARTICLE THREE
PURPOSE**

This corporation is being formed for the purpose of conducting all religious, charitable and educational activities in connection with an international Christian school and Evangelical outreach in the transaction of any and all activities permitted under the laws of Florida and the United States of America. This corporation will engage in religious, charitable, and/or educational purposes, and

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will not engage in nonexempt purposes.

This corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

This corporation shall be limited in its purposes, objectives and activities as follows:

1. Notwithstanding any other provision of these Articles, this corporation will 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(e)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

2. Notwithstanding any other provisions of these Articles, this corporation is organized exclusively 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) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

ARTICLE FOUR

POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to nonprofit corporations, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and

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all of its corporate functions, power and rights.

However, this corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in the applicable sections of the Internal Revenue Code.

ARTICLE FIVE

MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that these Articles of Incorporation authorize the Board of Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE SIX

BOARD OF DIRECTORS

This Corporation shall have five (5) director(s) initially. The number of directors may be increased or diminished, from time to time, in accordance with the corporate Bylaws, but shall never be less than three (3).

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The directors shall be elected annually by the Board of Directors. The manner of the election of the directors shall be specified in the corporate Bylaws.

The names and addresses of the initial Board of Directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Doug Boucher	178 Boucher Lane Port Saint Joe, Florida 32456
Nathan Shipman	108 South Harborview Road Santa Rosa Beach, Florida 32459
Valarie Larson	2428 Dorothy Avenue Panama City, Florida 32408
Katie Boucher	178 Boucher Lane Port Saint Joe, Florida 32456
Stacy Shipman	108 South Harborview Road Santa Rosa Beach, Florida 32459

ARTICLE SEVEN

OFFICERS

The officers shall consist of a president, a vice president, a secretary, treasurer and operations manager. This corporation may have such other officers as may be provided in the corporate Bylaws, as amended from time-to-time.

The officers shall be elected annually by the Board of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein shall hold office until the election of officers at the next annual Board of Directors' meeting, or until their successors are elected and qualified.

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The names of the officers and their respective offices are:

<u>Name</u>	<u>Office</u>
Doug Boucher	President
Nathan Shipman	Vice President
Katie Boucher	Secretary
Valarie Larson	Treasurer
Stacy Shipman	Operations Manager

ARTICLE EIGHT

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer and/or director, to the full extent now or hereafter permitted by law.

ARTICLE NINE

REGISTERED OFFICE AND AGENT

The address of this corporation's registered office shall be 35008 Emerald Coast Parkway, Suite 202, Destin, Florida 32541.

The name of the individual who shall serve as this corporation's registered agent at that address is:

WILLIAM G. KILPATRICK, JR.

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ARTICLE TEN

BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board of Directors. The corporate bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein, provided that they are not inconsistent with the provisions of these Articles of Incorporation.

ARTICLE ELEVEN

SPECIAL PROVISIONS

A. In the event of dissolution, the residential assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior future law, or the Federal, State or Local government for exclusive public purpose.

B. This corporation will not, as a substantial part of its activities, attempt to influence legislation.

C. This corporation will not participate to any extent in a political campaign for or against any candidate for public office.

D. This corporation will distribute its income for each tax year at such time and in such manner as not to subject income to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

E. This corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent

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Federal tax laws.

F. This corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

G. This corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

H. This corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

ARTICLE TWELVE

AMENDMENTS

Amendments to these Articles or Incorporation may be proposed by a resolution adopted by the Board of Directors.

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ARTICLE THIRTEEN

INCORPORATOR

The name and address of the incorporator is :

William G. Kilpatrick, Jr.
35008 Emerald Coast Parkway, Suite 202
Destin, Florida 32541

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles
on this 17th day of August, 2005.

William G. Kilpatrick, Jr.
WILLIAM G. KILPATRICK, JR., Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared WILLIAM G. KILPATRICK, JR., Incorporator, for the purpose of lawfully executing these Articles of Incorporation on this 17th day of August, 2005, who is personally known to me.

M. M. Barnes
Notary Public
My Commission Expires: April 5, 2009



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ACCEPTANCE BY THE REGISTERED AGENT

I, WILLIAM G. KILPATRICK, JR., hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on this 17th day of August, 2005.


WILLIAM G. KILPATRICK, JR., Registered Agent

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TALLAHASSEE, FLORIDA

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