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TALLAHASSEE, FLORIDA

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J. Shivers MAR 06 2006

NO6-2195

COVER LETTER

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

SUBJECT: NEW JERUSALEM CHRISTIAN CENTER, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jimmy Weaver - Northwest Florida Consultants
Name (Printed or typed)

609 Dundee Drive
Address

Pensacola, FL 32507
City, State & Zip

(850) 492-8900
Daytime Telephone number

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TALLAHASSEE, FLORIDA

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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FOR

NEW JERUSALEM MINISTRY CENTER, INC.

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: NEW JERUSALEM MINISTRY CENTER, INC.

ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The principal place of business of this corporation shall be: 3900 New Jerusalem Rd., Vernon, Florida 32462 and the mailing address shall be P.O. Box 1141, Fort Walton Beach, Florida 32549.

ARTICLE III - DURATION

The corporation shall have perpetual duration.

ARTICLE IV - PURPOSES

The corporation is a not for profit corporation organized and existing for religious and charitable purposes. The main purpose of this organization is to operate as a church by maintaining a place of worship for the conduct of religious services at the times appointed. Further, the general purposes for which corporation is formed are to operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making or distributions to organizations which qualify as tax-exempt under that Code. The specific purposes for which the corporation is organized are:

1. To establish a local church: To conduct a local church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all of the Commandments and provisions as set forth in the Holy Bible, the irrevocable Word of God. Pursuant thereto, the following activities and guidelines shall be established:

- a) A recognized Creed, Code of Doctrine, discipline and form of worship shall be established.
- b) An ecclesiastical form of government shall be established.
- c) A place of worship shall be established and maintained. Various religious services pursuant to the recognized Creed, form of worship, code of doctrine and discipline of the church shall be established. Religious services shall also include educational instruction; such as, Sunday schools, seminars, non-accredited Bible training classes, etc. Religious services, sacraments, and duties and functions of the Church shall be conducted at the times and places appointed.

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- d) An organization of ministers shall be established to minister to the congregation of New Jerusalem Ministry Center, Inc.
 - e) Establishment of a congregation membership based upon acceptance of a recognized creed and belief and support of the church shall be established.
2. To promote religious activities:
- a) To exalt Jesus Christ as Lord by impacting this entire generation with the fire of revival by raising up an army of radical, Spirit-baptized laborers committed to taking the gospel of Jesus to the ends of the earth. Thus fulfilling the Great Commission - "Go into all the world and preach the good news to all creation." (Mark 16:15)
 - b) To bring men, women, and children to a personal acquaintance with Jesus Christ through the proclamation of the Gospel of Christ Jesus.
 - c) To bear witness to all Biblical truths, but especially those relating to the Spirit-filled life.
 - d) To minister the Word of God to the faithful, and all others.
 - e) To spread the Word of the Gospel through seminars, radio, television, establishment of church literature, and other forms of mass media for the purpose of educating the individual in the Word of God.
 - f) To promote and encourage, through the ministry of the organization, cooperation with other organizations ministering within the community.
3. To conduct other activities:
- a) To solicit funds, collect monies, receive gifts and bequests, and otherwise raise money to fulfill the above stated purposes.
 - b) To expend, contribute, disburse, and otherwise handle and dispose of funds received.
 - c) To make, enter into and perform contracts of every kind and description necessary, advisable or expedient in carrying out the purposes of the corporation, and to that end to receive, hold and administer the funds of the corporation for the said purposes.
 - d) To purchase, lease, rent, acquire, own, hold in trust, use, sell, convey, mortgage, or otherwise dispose of any real estate or chattels; to hold properties for investment of said funds, or to hold in trust properties for the above stated purposes.
 - e) To borrow money, issue bonds, debentures, notes or other obligations, secured or unsecured for monies so borrowed or in payment for property or for any of the purposes stated above.
 - f) To have and maintain one or more offices within the State of Florida and conduct any of its affairs in the State of Florida or elsewhere within and without the United States of America.

ARTICLE V - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the By-Laws of the corporation.

ARTICLE VI - MEMBERS

This corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation 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. Membership in this congregation shall be available to those who subscribe to the Articles of Faith of the Church and who agree to the Articles of Incorporation and By-Laws of the Corporation. Members who are not Trustees are not entitled to vote. Trustees shall have sole voting power.

ARTICLE VI - LIMITATION OF POWERS

(1). No Private Inurement: 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 the purpose clause hereof.

(2). No Political Activity: 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.

(3). No Unpermitted Activities: Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue code of 1986 or any corresponding section of any future federal tax code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code.

(4). Distribution of Assets Upon Dissolution: Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the 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 VIII - DIRECTORS/TRUSTEES/OFFICERS

The business and property of the corporation shall be managed by a Board of five Trustees (Directors). The present trustees now duly constituted and elected shall constitute the Board of Trustees and they shall hold their offices until the next succeeding annual meeting of the Board of Trustees and until his successor shall have been elected or qualified. In the event of the inability of any trustee 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 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 governing body, and 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 the offices of the corporation in Fort Walton Beach, Florida, within two months after the end of the Church's fiscal year, or as soon thereafter in each year as is possible for the trustees to call such meeting; and any special meetings may be held at such time as the trustees may determine, and all meetings shall be held at the offices of the corporation in Fort Walton Beach, Florida.

c) The Board of Trustees shall have and is hereby given power and authority to provide for the qualifications and requirements for membership which without doctrinal provisions or terminology shall primarily require a belief in the Christian religion and in the salvation of men by grace through faith in the shed blood of Jesus Christ as the only atonement made for sin, and in the Trinity of the Godhead and the church as one Spiritual Body made up of all true believers and shall provide the means and manner of admission for membership, which admission shall be free of charge thereof, and shall likewise provide means for suspension from its membership.

d) The Board of Trustees shall have authority and power, which is hereby given, to provide suitable and proper means and religious ceremony and required tests and qualifications for entrance into the ministry of the church, hereby being established and organized and by and through the means as established and administered that any and all applicants may be inducted into the ministry thereby 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.

e) The Board of Trustees shall have the authority and power, which is hereby given, to establish, institute, operate and maintain any and all such additional departments, associations, 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 Christian and religious worship and where within the United States of America and/or in any other country.

f) The Board of Trustees of New Jerusalem Ministry Center, Inc. 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.

g) A majority of the trustees shall constitute a quorum for the transaction by the Board of Trustees of any and all business, in accordance with the laws of the State of Florida.

Unless otherwise provided in By-Laws, the corporation shall have as officers a president, one or more vice-presidents, a secretary, and a treasurer which shall be chosen by the Board of Trustees and the officers shall serve at the pleasure of the Board of Trustees. A person may serve as one or more officers.

The following persons are designated to act as Trustees (Directors) for the first year of corporate existence or until their respective successors shall be duly qualified:

Name and Address	Office
William M. Sudduth 339 Shannon Court NW Fort Walton Beach, FL 32548	President/Director
Janet M. Sudduth 339 Shannon Court NW Fort Walton Beach, FL 32548	Vice President/Director
Cynthia K. Martin 7993 Otis Way Pensacola, FL 32507	Secretary/Director
Wesley J. Weaver 609 Dundee Drive Pensacola, FL 32507	Treasurer/Director
Dean Martin 7993 Otis Way Pensacola, FL 32507	Director
Arvin Moore P O Box 838 Lynn Haven, FL 32444	Director
James K. Shreve 6923 Kitty Hawk Dr. Pensacola, FL 32506	Director
Ernest E. Sauve, Jr. 8110 Tabaid Lane Pensacola, FL 32506	Director

ARTICLE IX - SELECTION, DISMISSAL, DISCIPLINE

Provision for the selection, dismissal, and discipline of church leaders and members of New Jerusalem Ministry Center, Inc. is set forth in the By-Laws of the corporation.

ARTICLES X - ARTICLES OF FAITH

SECTION 1. **INSPIRATION OF THE SCRIPTURES.** We believe in the verbal inspiration of the Bible, both the Old and New Testaments (2 Timothy 3:16; Hebrews 4:12; 1 Peter 1:23-25; 2 Peter 1:19-21).

SECTION 2. **GOD.** We believe in the one God revealed in three persons: The Father, the Son, and the Holy Ghost (Matthew 3:16,17; 28:29; John 17).

SECTION 3. **MAN.** We believe that man, in his natural state, is a sinner, lost, undone, without hope, and without God (Romans 3:19-23; Galatians 3:22; Ephesians 2:1,2,12).

SECTION 4. **DIVINITY AND HUMANITY OF CHRIST JESUS.** We believe that Jesus is God come in the flesh and that He is both divine and human (Luke 1:26-38; John 14:1-3; Acts 2:36, 3:14,15; Philippians 2:5-12).

SECTION 5. **BLOOD ATONEMENT.** We believe in the saving power of the Blood of Jesus and His imputed righteousness (Acts 4:12; Romans 4:1-9, 5:1-11; Eph. 1:3-15).

SECTION 6. **BODILY RESURRECTION.** We believe in the bodily resurrection of Jesus Christ (Luke 24:39-43; John 20:24-29).

SECTION 7. **ASCENSION.** We believe that Christ Jesus ascended to the Father and is presently engaged in building Heaven and interceding for the saints (John 14:1-6; Romans 8:34).

SECTION 8. **SECOND COMING.** We believe in the visible, bodily return of Christ Jesus to this earth and to rapture His Church (Bride) and judge the world (Acts 1:10,11; 1 Thessalonians 4:13-18; 2 Thessalonians 1:7-10; James 5:8; Revelation 1:7). (It is not necessary that we all believe alike concerning whether He is coming before, during or after the Great Tribulation.)

SECTION 9. **SALVATION.** We believe that the terms of salvation are repentance toward God for sin, and a personal, heartfelt faith in the Lord Jesus Christ, which results in regeneration of the person. This salvation is entirely by the Grace of our Lord and not of works. Works are excluded except as FRUIT of salvation (Acts 3:19,20; Romans 4:1-5, 5:1; Ephesians 2:8-10).

SECTION 10. **LOCAL CHURCH.** We believe the Church of the Lord Jesus Christ as a body of believers who have been baptized in the Name of the Father, Son and Holy Ghost; who are under recognized, delegated authorities; and who assemble to worship, carry forth the Great Commission, and minister as the Holy Ghost leads (Matthew 16:18;28:19,20; Acts 2:20-28, 40-47, Ephesians 5:22-32; 1 Timothy 3:15).

SECTION 11. **ORDINANCES.** We believe that the two ordinances of the Church are Water Baptism and the Lord's Supper.

WATER BAPTISM. Immersion in water in the Name of the Father, Son and Holy Ghost (Matthew 3:15-16, 28:19-20; Acts 8:38; Romans 6:1-4). A symbol of identification with Jesus Christ in His death, burial and resurrection.

LORD'S SUPPER. A memorial of the death, resurrection and Second Coming of our Lord Jesus Christ (Luke 22:13-20).

SECTION 12. SEPARATED LIFE. We believe that believers should seek, as early disciples did, to practice the separated life from the world and unto Christ and to set standards of conduct which shall exalt our Lord and His Church (Romans 12:1-3; 2 Corinthians 6:17; Galatians 6:14; Ephesians 5:11; Colossians 3:17).

SECTION 13. HEAVEN AND HELL. We believe the Scriptures clearly set forth the doctrines of eternal punishment for the lost and eternal bliss and service for the saved - Hell for the unsaved and Heaven for the saved (Matthew 25:34, 41, 46; Luke 19:19-31; John 14:1-3; Revelation 20: 11-15).

SECTION 14. HOLY SPIRIT. We believe the Holy Spirit to be the third person of the Trinity whose purpose in the redemption of man is to convict men in sin, regenerate the repentant believer, guide the believer into ALL truth, indwell and give gifts to believers as He wills, that they may minister as Christ would to men. We believe that the manifestations of the Holy Spirit recorded in 1 Corinthians 12:8-11 shall operate in present-day churches which yield to the Lord Jesus Christ (Luke 11:13; John 7:37-39, 14:16,17, 16:7-14; Acts 2:39-48). We believe that the Baptism of the Holy Spirit with the evidence of speaking with other tongues as the Spirit gives utterance, is for all believers as promised by John the Baptist (Matthew 3:11) Jesus (Acts 1:4,5,8) and Peter (Acts 2:38-41), and was witnessed by the early disciples of the Lord Jesus Christ.

SECTION 15. DIVINE HEALING AND DELIVERANCE. We believe that God uses doctors, psychologists and psychiatrists, medicines and other means for physical and emotional healing. However, divine healing and deliverance were provided for in the Atonement. (Isaiah 53:4-5). Healing and deliverance may be appropriated by the laying on of hands and prayer by the elders or other believers (Mark 16:17-18, 1 Corinthians 12:9, James 5:14-16). Healing and deliverance may also be obtained by the direct act of receiving this provision by faith (Mark 11:23).

SECTION 16. PRIESTHOOD OF BELIEVERS. We believe that each believer is a priest of the Lord (Revelation 1:6) and has direct access to the Father through the Lord Jesus Christ. Each person must believe for himself, be baptized for himself, obey for himself, and answer to his Creator for himself.

SECTION 17. GOVERNMENT OF THE CHURCH. We believe that the New Testament Church should be apostolic in nature and is governed by delegated authorities.

SECTION 18. ORDAINED OFFICERS. The ordained officers of the Church are apostle, prophet, evangelist, pastor, teacher, local (counseling) elders and deacons (Ephesians 4:11; 1 Timothy 3; Titus 1:5-9). Apostles, prophets, evangelists, pastors, and teachers shall not necessarily all function in one local church.

ARTICLE XI - INCORPORATORS

The name and address of the incorporator is:

William M. Sudduth
339 Shannon Ct.
Ft. Walton Beach, FL 32549

ARTICLE XII - INITIAL REGISTERED OFFICE/AGENT

The street address of the initial registered office of this corporation is 3900 New Jerusalem Rd., Vernon, FL 32462, and the registered agent at this address is William M. Sudduth, whose written acceptance as such follows these Articles.

ARTICLE XIII - BY-LAWS

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 By-Laws of the corporation.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Trustees (Directors).

ARTICLE XIV - LIMITATION OF LIABILITY OF TRUSTEES AND OFFICERS

A trustee or officer is not liable to the Corporation or members for monetary damages for an act or omission in the trustee's or officer's capacity except to the extent otherwise provided by a statute of the State of Florida.

ARTICLE XV - INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was an officer or other person related to the Corporation as provided by Section 617.0831 of the Florida Statutes. As provided in the bylaws, the TRUSTEES shall have the power to define the requirements and limitations for the Corporation to indemnify officers, members, or others related to the Corporation.

ARTICLE XVI - CONSTRUCTION


All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE XVII - AMENDMENT

Amendments to these Articles of Incorporation may be made by the Board of Trustees (Directors) by resolution adopted by two-thirds vote of a quorum of Trustees (Directors).

This action was taken by unanimous written consent of the Board of Trustees of the corporation in accordance with the appropriate statutes of the State of Florida requiring no notice and received the vote of a majority of the Board of Trustees in office, there being no members having voting rights in respect thereof.

The undersigned incorporator has executed these Articles of Incorporation this 4th day of January, 2006.



William M. Sudduth, Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS 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:

NEW JERUSALEM MINISTRY CENTER, INC.
2. The name and address of the registered agent and office is: William M. Sudduth, 3900
New Jerusalem Rd., Vernon, Florida 32462.

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.



William M. Sudduth

DATE January 4, 2006

SECTION OF
TALLAHASSEE, FLORIDA

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