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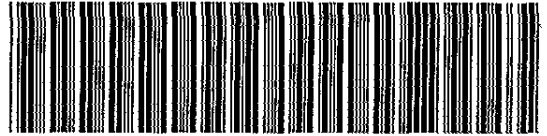
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD
4/17

COVER LETTER

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

SUBJECT: Greg Powe Ministries, 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: Brooke Asiatico
Name (Printed or typed)

5215 N. O'Connor Blvd, Ste 2500
Address

Irving, TX 75039
City, State & Zip

972-432-9400
Daytime Telephone number

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

REVEALING TRUTH MINISTRIES

"I will reveal unto them the abundance of peace and truth." Jer. 33:6

April 11, 2006

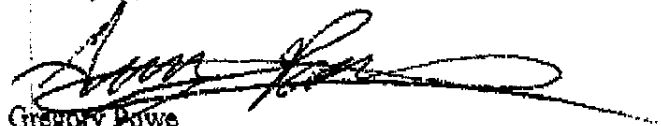
Via Fax – 850-245-6804
Florida Department of State
Division of Corporations
c/o Ruby Dunlap
Tallahassee, Florida

Re: Permission to use "Greg Powe Ministries"

Dear Ms. Dunlap,

Revealing Truth Ministries has granted to Greg Powe Ministries, Inc. the permission to use "Greg Powe Ministries" in their corporate name.

Thank you,


Gregory Powe
President and Sr. Pastor

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned Corporation, Greg Powe Ministries, Inc., (the "Corporation") organized and existing under and by virtue of the Florida Not For Profit Corporation Act (the "Act") for the purpose of adopting Articles of Incorporation, does hereby submit:

ARTICLE ONE

NAME

The name of the Corporation is "Greg Powe Ministries, Inc." Greg Powe Ministries, Inc. shall have the right to operate under any number of appropriately applied for assumed names.

ARTICLE TWO

PRINCIPAL ADDRESS

The address of the principal office of the Corporation is 5201 North Armenia Avenue, Tampa, Florida 33603.

ARTICLE THREE

PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

- (a) To fulfill the Great Commission: "*And Jesus came up and spoke to them, saying, 'All authority has been given to Me in heaven and on earth. Go therefore and make disciples of all the nations, baptizing them in the name of the Father and the Son and the Holy Spirit, teaching them to observe all that I commanded you; and lo, I am with you always, even to the end of the age.'*" (Matthew 28:18-20 New American Standard Version).
- (b) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.
- (c) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.
- (d) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

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TALLAHASSEE, FLORIDA

(e) To promote, encourage, and foster any other similar charitable, religious, educational, and scientific activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation.

(f) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and by Section 501(c)(3) of the Internal Revenue Code, including, without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature, without limitation, as to its amount or value, and to hold, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for any of the purposes set forth herein; and without the necessity of authorization or approval of any individual or entity whosoever save and except as provided in these Articles and the Bylaws of this Corporation.

(g) To do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them.

ARTICLE FOUR **BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Corporation is vested in the Board of Directors of the Corporation. The qualifications, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

The number of Directors shall not be less than three (3) nor more than seven (7) members, always keeping an odd number of Directors to prevent deadlock. The number of directors may be increased or decreased by the Board of Directors, by amending these Articles, or by amending the Bylaws, any of which shall have the same force and effect. Directors shall be natural persons, but need not be residents of Florida. Pastor Greg Powe's term as Director is perpetual until he resigns, dies, or is removed for cause as laid out in the Bylaws of the Corporation.

The names and street addresses of the directors are:

1. Pastor Greg Powe
5201 North Armenia Avenue
Tampa, FL 33603

2. Deborah Powe
5201 North Armenia Avenue
Tampa, FL 33603
3. Gregory Alexander Powe
5201 North Armenia Avenue
Tampa, FL 33603

All future directors will be elected in the manner prescribed in the Bylaws.

ARTICLE FIVE

POWERS

Except as otherwise provided in these Articles of Incorporation, and in order to carry out the above-stated purposes, the Corporation shall have all of the powers provided in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. These powers include, but are not limited to, the authority to appoint, elect or recognize Apostles, Deacons, Elders, Pastors, Teachers, Various Boards, and Committees and regulate same by the Corporation's Bylaws.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The name and address of the registered agent of the Corporation is Greg Powe, whose location and municipal address is 5201 North Armenia Avenue, Tampa, Florida 33603, which is also the initial registered office address. The Board of Directors may change the registered agent at its discretion.

ARTICLE SEVEN

INCORPORATOR NAMES AND ADDRESSES

The name and address of the incorporator is Brooke Asiatico, whose location and municipal address is 5215 N. O'Connor Boulevard, Suite 2500, Irving, Texas 75039.

ARTICLE EIGHT

MEMBERS

The Corporation will not have members.

ARTICLE NINE

DISSOLUTION

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the Board of Directors of the Corporation that is

exempt from taxes under Section 501(c)(3) of the Internal Revenue Code and within the meaning of any applicable Florida tax code, or shall distribute to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction in which the principal office of the Corporation is then located exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE TEN

DURATION

The Corporation shall continue in perpetuity.

ARTICLE ELEVEN

INTEGRATED AUXILIARY

The Corporation shall be an integrated auxiliary of Revealing Truth Ministries, Inc., a 501(c)(3) Not For Profit Florida corporation and church.

The Corporation does and shall share common religious doctrines, principles, disciplines, and practices with Revealing Truth Ministries, Inc., a 501(c)(3) Not For Profit Florida corporation and church.

ARTICLE TWELVE

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation organized under the Act and shall have all of the lawful powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE THIRTEEN

RESTRICTIONS, REQUIREMENTS, AND LIMITATIONS

The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- (a) The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take

any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Section 170(c)(2) of the Internal Revenue Code and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

- (1) Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
- (2) Serve a private interest other than one that is clearly incidental to an overriding public interest.
- (3) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
- (4) Participate in or intervene in any political campaign or on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
- (5) Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
- (6) Distribute its assets on dissolution other than for one or more exempt purposes.
- (7) Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
- (8) Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt purposes.
- (9) Accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's charitable, religious, educational, or scientific purposes or if the gift or grant would require serving a private as opposed to a public interest.

(b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code; and further shall be prohibited

from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE FOURTEEN

LIMITATION ON LIABILITY OF DIRECTORS

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

ARTICLE FIFTEEN

INDEMNIFICATION

Except as may be defined and limited by the Bylaws, the Corporation may, but is not required to 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 a director, attorney, CPA, accountant, consultant, or other person related to the Corporation. The Corporation may provide a trust fund, insurance, or other arrangement to satisfy this Article.

ARTICLE SIXTEEN

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 SEVENTEEN

ACTION BY WRITTEN CONSENT

The Corporation, if taking action by written consent in lieu of a meeting, shall attempt to obtain the unanimous written consent of all persons entitled to vote. Notwithstanding the foregoing, any required or permissible act may be taken without a meeting by use of written consents signed by no less than the number of directors whose vote would be necessary to take action at a fully attended meeting, according to the Bylaws. A consent signed by less than all of the directors is not effective to take the intended action unless consents, signed by the minimum required number of persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Each written consent must set forth the action to be taken and bear the date of signature of each person signing it. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant

proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the intended action taken to persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, electronic (such as e-mail), or similar transmission by a director or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the director or committee member.

ARTICLE EIGHTEEN

AMENDMENT

These Articles may not be amended in any way without the approval of a two-thirds (2/3) majority of the members of the Board of Directors and filing with the Florida Secretary of State.

ARTICLE NINETEEN

MANDATORY ARBITRATION

In keeping with 1 Corinthians 6:1-8, all disputes which may arise (1) between any adherent and the Corporation, itself, or (2) between any Pastor, officer, director, employee, volunteer, agent, or other member of the Corporation, shall be internally resolved through pastoral counseling, conciliation, prayer, and/or votes, and/or other appropriate action of the Board, and/or Pastoral leadership. If and only if, such efforts at internal dispute resolution fail, all disputes shall be resolved in accordance with the then existing *Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation*. If efforts to conciliate or mediate the dispute fail, then the matter shall be resolved through binding arbitration. The decision of the arbitrators shall be binding on both parties, and both parties submit themselves to the personal jurisdiction of the courts of Florida, both state and federal, for the entry of a judgment confirming the arbitrators' award. Each party shall bear their own costs, including attorneys' fees, related to any mediation, conciliation or arbitration proceeding.

If a dispute may result in an award of monetary damages, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Corporation and the insurer's agreement to honor any mediation, conciliation, or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Corporation and shall in no way affect the authority of the Corporation to investigate reports of misconduct, conduct hearings, or administer discipline of employees and staff.

Signed this 3rd day of April, 2006.

By: 

Brooke Asiatico, Incorporator

Having been named as registered agent to accept service of process 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.


Registered Agent

March 28, 2006

Date

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06 APR 10 AM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA