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Kairos Prison Ministry International Foundation, Inc

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**ARTICLES OF INCORPORATION
OF
KAIROS PRISON MINISTRY INTERNATIONAL FOUNDATION, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the Corporation shall be:

Kairos Prison Ministry International Foundation, Inc. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 130 University Park Drive, Suite 170, Winter Park, FL 32792.

ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), and in particular:

(a) To operate exclusively for the benefit of Kairos Prison Ministry International, Inc., a Florida not-for-profit corporation that is exempt from federal income tax under Section 501(c)(3) of the Code (the "Supported Organization");

(b) To own property, including real property, tangible and intangible property, to be operated, invested and otherwise used for the benefit of or on behalf of the Supported Organization;

(c) To make distributions to or on behalf of the Supported Organization for its religious charitable and educational purposes, determined from time to time by the directors of the Corporation, in their sole and exclusive discretion; and

(d) To engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and 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; provided,

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however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable amounts for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. 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.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

F. Notwithstanding anything herein to the contrary, the Company shall not make any distribution or contribution of any funds to any entity other than the Supported Organization unless the Supported Organization dissolves its corporate existence or is otherwise prohibited from receiving such funds by applicable law.

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 130 University Park Drive, Suite 170, Winter Park, Florida 32792, and the name of the initial registered agent of the Corporation at that address is John A. Thompson, Jr.

ARTICLE VI - Directors

A. The initial number of directors of the Corporation shall be seven (7).

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B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.

C. Directors, as such, shall not receive any compensation for their services. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
Cameron Cooke	100 Wedgedale Avenue Greensboro, North Carolina 27403
Denny Fryman	243 Monticello Greenwood, Indiana 46142
Steve Gabriel	4280 Zurich Drive Colorado Springs, Colorado 80920
Paul McGlone	3130 Terry Brook, Apt. 609 Winter Park, Florida 32792
Art Banks	10900 Hunt Club Road Reston, Virginia 20190
George Brown	4087 Concord Blvd. Concord, California 94519
John A. Thompson, Jr.	1575 Dale Avenue Winter Park, Florida 32789

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
John A. Thompson, Jr.	1575 Dale Avenue Winter Park, Florida 32789

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These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation (including in particular Article III, Section F above), including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively to the Supported Organization if possible or, if not possible, for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE XI - Compliance with Facts and Circumstances Test

A. Organizational Test.

(a) General. These Articles of Incorporation hereby: (i) limit the purpose of the Corporation to one or more of the purposes set forth in Code Section 509(a)(3)(A); (ii) do not expressly empower the Corporation to engage in activities which are not in furtherance of the purposes referred to in subdivision (i) of this paragraph; (iii) state, that the "specified" publicly supported organization on whose behalf this Corporation is to be operated (within the meaning of Reg. §1.509(a)-4(d) is Kairos Prison Ministry International, Inc., an organization described in section 501(c)(3) of the Code, and such organizations permitted within the meaning of Reg. §1.509(a)-4(d); and (iv) do not empower the Corporation to operate to support or benefit any organization other than the Supported Organization and such organizations permitted within the meaning of Reg. §1.509(a)-4(d).

(b) Purposes. The Corporation is formed "for the benefit of" (within the meaning of Reg. §1.509(a)-4(c) (2)) the Supported Organization and such organizations permitted within the meaning of Reg. § 1.509(a)-4(d).

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(c) Limitations. These Articles of Incorporation do not and shall not permit the Corporation to operate, support or benefit any organization other than the Supported Organization and such organizations permitted within the meaning of Reg. § 1.509(a)-4(d).

B. Specified Organizations. The "specified" publicly supported organization on whose behalf the Corporation is to be operated shall be the Supported Organization and such organizations permitted within the meaning of Reg. § 1.509(a)-4(d).

C. Nondesignated Publicly Supported Organizations.

(a) General. In the event the Corporation shall benefit an organization other than the Supported Organization, such organizations shall only be those organizations that are of the class to be benefited by the Supported Organization and are consistent with the purposes of the Supported Organization.

(b) Scope. These Articles of Incorporation shall (i) permit the substitution of one publicly supported organization within the same class to be benefited by the Supported Organization and consistent with the purposes of the Supported Organization; (ii) permit the Corporation to operate for the benefit of new or additional publicly supported organizations of the same class to be benefited by the Supported Organization and consistent with the purposes of the Supported Organization; or (c) permit the Corporation to vary the amount of its support among different publicly supported organizations within the same class as benefited by the Supported Organization and consistent with the purposes of the Supported Organization, but only if the Supported Organization is not permitted by applicable law to receive such support. Otherwise, all support must be paid to the Supported Organization.

D. Operational Test.

(a) Permissible Beneficiaries. The Corporation shall engage solely in activities which support or benefit the Supported Organization. Such activities may include making payments to or for the use of, or providing services or facilities for, individual members of the charitable class benefited by the Supported Organization; or supporting or benefiting an organization, other than a private foundation which is described in section 501(c)(3) and is operated, supervised, or controlled directly by or in connection with the Supported Organization. No part of the activities of the Corporation shall be in furtherance of a purpose other than supporting or benefiting the Supported Organization. Subject to the provisions of these Articles of Incorporation and the Corporation's Bylaws, without the approval of the Board of Directors the Executive Director shall not be permitted to make any payment or series of related payments in excess of \$10,000.

(b) Permissible Activities. The Corporation shall not be required to pay over its income to the Supported Organization in order to meet the operational test. It may satisfy the test by using its income to carry on an independent activity or program which supports or benefits only the Supported Organization; provided, however, that all such support must be limited to permissible beneficiaries under subparagraph (a) of this section D.

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E. Nature of Relationship between Organizations. The Corporation shall be "operated, supervised or controlled by" the Supported Organization through the appointment and removal of directors, as set forth in the Bylaws of the Corporation.

F. Meaning of "Operated, Supervised, or Controlled By". The Corporation shall be under the direction of, and accountable or responsible to the Supported Organization. A majority of the officers, directors, or trustees of the Corporation shall be appointed, elected or approved by the governing body, members of the governing body, officers acting in their official capacity, or the membership of the Supported Organization, as set forth in the Bylaws of the Corporation.

G. Control by Disqualified Persons.

(a) In General. In compliance with Section 509(a)(3)(C), the Corporation may not be controlled directly or indirectly by one or more disqualified persons (as defined in section 4946) other than foundation managers and other than the Supported Organization. If a person is a disqualified person with respect to the Corporation, such as a substantial contributor to the Corporation, is appointed or designated as a foundation manager of the Corporation by the Supported Organization to serve as the representative of the Supported Organization, then for purposes of this paragraph such person will be regarded as a disqualified person, rather than as a representative of the Supported Organization. An organization will be considered "controlled," for purposes of section 509(a)(3)(C), if the disqualified persons, by aggregating their votes or positions of authority, may require such organization to perform any act which significantly affects its operation or may prevent such organization from performing such act. This includes, but is not limited to, the right of any substantial contributor or his spouse to designate annually the recipients, of the income attributable to his contribution to the Corporation. Except as provided in subparagraph (b) of this paragraph, the Corporation will be considered to be controlled directly or indirectly by one or more disqualified persons if the voting power of such persons is 50 percent or more of the total voting power of the organization's governing body or if one or more of such persons have the right to exercise veto power over the actions of the Corporation.

(b) Proof of Independent Control. Notwithstanding subparagraph (a) of this paragraph, the organization is permitted to establish to the satisfaction of the Commissioner of Internal Revenue that the disqualified persons do not directly or indirectly control it.

WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31 day of August, 2006.

John A. Thompson Jr.
John A. Thompson, Jr.

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Filing No. 406000225052 3ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Kairos Prison Ministry International Foundation, Inc.

By:

John A. Thompson Jr.

John A. Thompson, Jr.

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