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MD 11/2

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Project, INC

Signature _____

Requested by: WL

Name _____

Date 10/26

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☒ Art of Inc. File _____

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_____ Foreign Corp. File _____

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_____ Fictitious Name File _____

_____ Trade/Service Mark _____

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_____ Certificate of Status _____

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_____ Corp Record Search _____

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 27, 2006

CAPITAL CONNECTION, INC.

SUBJECT: THE PROJECT, INC.
Ref. Number: W06000047240

We have received your document for THE PROJECT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 906A00063925

*This document prepared by
Daniel Medina, L.L.M.,
Shelby, Medina & Stargel, LLP
902 South Florida Avenue, Suite 101
Lakeland, FL 33803*

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06 OCT 26 PM 1:22

ARTICLES OF INCORPORATION

OF

Project Mission, Inc.
A Florida Not For Profit Corporation

ARTICLE I

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a Florida not for profit corporation on a non-stock basis under the provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE II: NAME AND ADDRESS

The name of this corporation is Project Mission, Inc. Its address is 1400 Grasslands Blvd. #50, Lakeland, FL 33803.

ARTICLE III: PURPOSES

The general purposes for which this corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States tax code. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on

- (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States tax code, or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future United States tax code.

Articles of Incorporation

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 herein.

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 or in opposition to any candidate for public office.

The corporation shall further function and operate as a Florida not for Profit Corporation specifically for the following purposes and with the following objectives:

To conduct national and international transportation activities for persons who are participating in mission activities designed to advance the Gospel of Jesus Christ with approved mission organizations that are qualified charitable organizations as defined in Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 as amended from time to time.

ARTICLE IV: POWERS

The corporation shall have the power to:

1. Have succession by its corporate name for the period set forth in its articles of incorporation.
2. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
3. Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall contain the words "corporation not for profit."
4. Elect or appoint such officers and agents as its affairs shall require.
5. Adopt, change, amend and repeal By-Laws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.

Articles of Incorporation .

6. Increase, by a unanimous vote of its directors cast as the By-Laws may direct, the number of its directors or officers so that the number shall not be less than three (3) but may be any number in excess thereof.
7. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or any foreign country.
9. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
10. Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
11. Sell, convey, mortgage, pledge, lease exchange, transfer, or otherwise dispose of all or any part of its property or assets.
12. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of otherwise use and deal in and with, shares and other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
13. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
14. Make donations for the public welfare or for religious, charitable, scientific, education, or other similar purposes.

Articles of Incorporation

15. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
16. Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE V: PROHIBITIONS AND REQUIREMENTS

At any time during which the corporation is a "private foundation" as defined in §509(a) of the Internal Revenue Code (the "Code"), it shall:

- (a) Not engage in any act of "self-dealing" as defined in Code §4941(d);
- (b) Not retain any "excess business holdings", as defined in Code §4943(c), which would give rise to any liability for tax imposed by Code §4943(c),
- (c) Not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code §4944, so as to give rise to any liability for tax imposed by Code §4944(a);
- (d) Not make any "taxable expenditures" as defined in Code §4945(d), which would give rise to any liability for tax imposed by Code §(a);
- (e) During the period it is a "private foundation" as defined in Code §509, the corporation shall distribute, for the purposes specified in its articles of organization for each taxable year, amounts at least sufficient to avoid liability for tax imposed by Code §4942(a).

ARTICLE VI: SCOPE OF OPERATIONS

The territory in which the operations of the corporation are principally to be conducted is the United States of America and its possessions.

ARTICLE VII: COMPENSATION AND DISTRIBUTION OF ASSETS ON DISSOLUTION

No officer or member of the board of directors of the corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the corporation, except actual expenses to or on behalf of said corporation, if authorized by the board of

Articles of Incorporation

directors. Additionally, the board of directors may fix the amount of compensation to be paid to any officer or member of the board of directors.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any further United States tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so 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 such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII: LOCATION AND RESIDENT AGENT

The location of the corporation is in the City of Lakeland, State of Florida. Its principal office shall be located 1400 Grasslands Blvd., #50, Lakeland, Florida 33803. The name and address of its initial Resident Agent and its Registered Office in Florida is Daniel Medina, P.A., 902 South Florida Avenue, Suite 101, Lakeland, Florida 33803.

ARTICLE IX: STOCKS

This corporation is organized on a non-stock basis.

ARTICLE X: INCORPORATOR

The name and mailing address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
CURTIS MORELOCK	1400 Grasslands Blvd. #50 Lakeland, FL 33803

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights to constitute a corporation.

ARTICLE XI: MEMBERSHIP

The organization will not have any members with the exception of the Officers and Board of Directors.

ARTICLE XII: OFFICERS

- (a) The officers of this organization shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers as may be provided for in the By-Laws adopted by the corporation and as amended from time to time.
- (b) The names of the persons who are to serve as officers of the corporation until the initial meeting of the Board of Directors in accordance with the By-Laws are:
President/Treasurer/Secretary CURTIS MORELOCK
- (c) The officers shall be elected as provided for in the By-Laws adopted by the corporation and as amended from time to time.

ARTICLE XIII: BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the board of directors. This corporation shall have six (6) directors initially. The number of directors may be increased or decreased from time to time in accordance with the By-Laws.

- (a) Members of the board of directors shall be elected and hold office in accordance with the By-Laws.
- (b) The names and addresses of those who are to serve as the initial directors until replaced during an annual meeting of the Board of Directors, are:

CURTIS MORELOCK	1400 Grasslands Blvd. Lakeland, FL 33803
-----------------	---

JOYCE GREENLEE	2628 Holly Place Leesburg, FL 34748
----------------	--

MAXWELL TUCKER	16845 Almar Lane Dade City, FL 33523
----------------	---

Articles of Incorporation

RAYMOND SCHUH

4528 Route 436
Dansville, NY 14437

KEITH CANTON

257 E. 10th Street. #2
New York, NY 10009

TOMMY PATE

964 Summerfield Drive
Lakeland, FL 33803

DAVID ANDERSON

P.O. Box 130
Kathleen, FL 33849

ARTICLE XIV: AMENDMENT OF BY-LAWS

- (a) The directors of this corporation may provide such By-Laws for the conduct of its business and carrying out of its purposes as they may deem necessary from time to time.
- (b) The By-Laws may be amended as set forth in such By-Laws.

ARTICLE XV: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in accordance with Florida law in effect at the time. The procedure to amend articles of incorporation is currently set out in Florida Statutes §617.017.

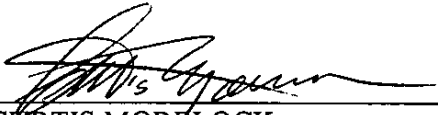
ARTICLE XVI: EXISTENCE

This corporation is to exist perpetually beginning with the execution of these Articles of Incorporation.

***** REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK *****

Articles of Incorporation

IN WITNESS WHEREOF, I, CURTIS MORELOCK, the undersigned subscribing incorporator have hereunto set my hand and seal this 18 day of October, 2006, for the purpose of forming this not for profit corporation under the laws of the State of Florida.

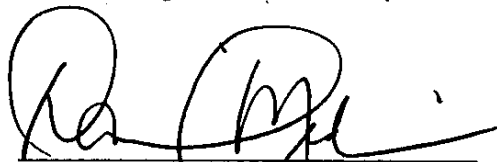

CURTIS MORELOCK

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this 18 day of October, 2006, by CURTIS MORELOCK on behalf of the Project Mission, Inc.

(Affix Notary Seal)


Notary Public, State of Florida

Personally Known _____ OR Produced Identification _____
Type of Identification Produced _____

DANIEL MEDINA
Notary Public, State of Florida
My comm. exp. July 17, 2008
Comm. No. DD 312247

Articles of Incorporation

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

Pursuant to Florida Statutes, §48.091, the following is submitted:

That Project Mission, ^{Inc.} desiring to organize under laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Lakeland, State of Florida, as Project Mission, ^{Inc.} a Florida not for profit corporation, has named, DANIEL MEDINA, P.A., 902 South Florida Avenue, Lakeland, Florida 33803, as its agent to accept service of process within this state.

**THE PROJECT, INC.,
a Florida not for profit corporation**

By: _____

CURTIS MORELOCK, its Incorporator

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ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and to comply with the provision of said act relative to keeping open said office. I am familiar with and accept the obligations of Florida Statutes, §617.0501.

Registered Agent:

Daniel Medina, P.A.
A Florida professional association

By: _____

DANIEL MEDINA, its President