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1236

FLORIDA PROFIT/NON PROFIT CORPORATION

The Grace Foundation of Destin, Inc.

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THE GRACE FOUNDATION OF DESTIN, INC.

ARTICLES OF INCORPORATION

ARTICLE 1

The name of the corporation is THE GRACE FOUNDATION OF DESTIN, INC., and its principal address is 4325 Commons Drive West, Destin, FL 32541.

ARTICLE 2

The name and address of the initial registered agent is Mary K. Kraemer, Matthews & Hawkins, P.A., 4475 Legendary Drive, Destin, FL 32541.

ARTICLE 3

This is a not for profit corporation as defined under Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act." The Corporation shall not have any members. The management and direction of the business of the Corporation shall be vested in the Board of Trustees, as set forth in Article 8 herein.

ARTICLE 4

The Corporation is organized to solicit, collect, receive, maintain, manage and invest funds and apply the income and principal of those funds to

- (a) support and promote, exclusively, the activities and missions of Grace Evangelical Lutheran Church, Inc. (the "Congregation"); and
- (b) expend, contribute, disburse and otherwise handle and dispose of such funds to promote and foster, exclusively, the activities and missions of the Congregation, including but not limited to expenses of operation consistent with the purposes and Christian values of the Congregation; and
- (c) otherwise support the Congregation in its mission; and to engage in any and all types of activities not prohibited by law, provided that such activities further the above purposes.

The Corporation may receive and disburse earnings, gifts, grants, bequests, devises and other funds or property incident to or necessary for the accomplishment of the aforesaid purposes and do any and all acts incidental to the transaction of the business of the Corporation or expedient for the attainment of the purposes stated herein.

The Corporation is organized exclusively for charitable, religious and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 ("the Code"). In furtherance of its purposes, the Corporation may engage in, advance, promote and administer charitable activities and projects of every kind and nature whatsoever as the agent, trustee or representative of the Congregation.

For its purposes and not otherwise, the Corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant and contribution of, and to convey, transfer and dispose of, any funds and property and the income therefrom for the furtherance of the purposes of the Corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to the Corporation by the Florida Not For Profit Corporation Act, as now enacted or as hereafter amended. All of the powers of the Corporation shall be exercised only so that the Corporation's operations shall be exclusively within the contemplation of Section 501 of the Code. All references in these Articles of Incorporation to sections of the Code include any provisions thereof adopted by future amendments thereof and any provisions in future Internal Revenue Codes to the extent such provisions are applicable to the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any of its Trustees, officers, or other private individuals; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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. The Corporation shall not carry on any other activities not permitted to be carried on:

1. by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code and the regulations promulgated thereunder; and
2. by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.

The Corporation shall possess and be permitted to exercise all the power and privileges granted by the Florida Nonprofit Corporation Act, as amended, or by any other law of Florida or by these Articles of Incorporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

ARTICLE 5

The name and address of the incorporator is Mary K. Kraemer, Matthews & Hawkins, P.A., 4475 Legendary Drive, Destin, FL 32541.

ARTICLE 6

The names and addresses of the Trustees constituting the first Board of Trustees are shown below. Thereafter, the number of Trustees of the Corporation shall be fixed from time to time in the manner prescribed in the Bylaws.

CLASS 1

Kay Royston
360 Tradewinds Drive
Santa Rosa Beach, FL 32459

Charles R. Shanklin
1421 Rum Still Circle
Niceville, FL 32578

Norman J. Tice
100 Monaco Street
Grandview Condo, Unit 201
Miramar Beach, FL 32550

CLASS 2

Darlane Landsberger
148 Bermuda Circle North
Niceville, FL 32578

Greg Schilling
91 Paula Court
Mary Esther, FL 32569

Mike Wind
64 Hampton Circle
Niceville, FL 32578

CLASS 3

Pastor Paul Kummer
4566 Knollwood Lane
Niceville, FL 32578

Cindy Theriault
4516 East Highway 20
Niceville, FL 32578

Roger Wallis
4557 Sailmaker Lane
Destin, FL 32541

ARTICLE 7

The period of duration of the Corporation's existence shall be perpetual.

ARTICLE 8

The management and direction of the business of the Corporation shall be vested in its Board of Trustees. The number, terms of office, powers, authorities and duties of the Trustees of the Corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaw of the Corporation.

ARTICLE 9

The power to make, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Trustees, subject to the written approval of the Congregation through its Parish Planning Council. The power to amend these Articles of Incorporation shall be vested in the Board of Trustees, subject to the written approval of the Congregation through its Parish Planning Council.

ARTICLE 10

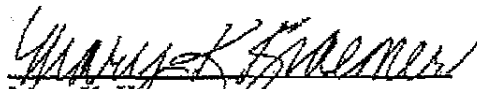
The debts and liabilities of the Corporation are the responsibility of the Corporation only. Neither the Congregation nor its subsidiary entities with which the Corporation may be affiliated shall have any financial or legal responsibility for the operation of this Corporation or for its obligations to the clients of or claimants against this Corporation.

ARTICLE 11

The Corporation may be dissolved in accordance with the laws of State of Florida. Upon dissolution of the Corporation (after payment of or after provision has been made for the payment of all liabilities of the Corporation), the Board of Trustees shall distribute all the assets of the Corporation to the Congregation exclusively for its charitable, religious and educational purposes. If the Congregation is not then in existence, then such assets shall be distributed to another Lutheran entity or entities, with a mission similar to that of the Congregation and which shall then be providing charitable, religious and educational services in the geographic area served by the Congregation just prior to the time the Congregation shall have ceased to exist, provided same qualifies as an exempt organization or organizations under Section 501 (c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue law) and the regulations promulgated thereunder as the Board of Trustees shall determine.

Any such assets not so disposed of shall be distributed by the local court of the county in which the principal office of the Corporation is then located, exclusively for charitable, religious and educational purposes or to such organization or organizations (as said court shall determine) which are organized and operated exclusively for such purposes. In no event shall any of such assets or property be distributed to any Trustee, member, or officer or any private individual.

10th IN WITNESS WHEREOF, the undersigned incorporator has affixed her signature this day of November, 2006.


Mary K. Kraemer

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing Articles of Incorporation were acknowledged before me this 10th day of November, 2006 by Mary K. Kraemer who is personally known to me or who has produced a Florida Driver's License as identification.

(SEAL)



Kristic R. Busby
Commission #DD268169
Expires: Oct 31, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

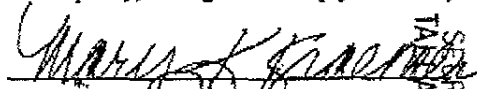

Notary Public
My Commission Expires:

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

In pursuance of Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That the foregoing Corporation desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation, has named Mary K. Kraemer, Matthews & Hawkins, P.A., located at 4475 Legendary Drive, Destin, FL 32541, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Mary K. Kraemer

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