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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers DEC 04 2006

Prayer of Faith Ministries, Inc.

**17001 Herndon Lane
Port St. Lucie, Florida 34987**

November 30, 2006


Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

To Whom It May Concern :

Please note that I have enclosed the corporate articles for Prayer of Faith Ministries, Inc.. Please note that I have also enclosed \$78.75 for the corporate fee and certification verification.

Please return the certified articles to the above address. Thank you for your help in this matter.

Sincerely,


Joseph E. Herndon, Sr.
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
Prayer of Faith Ministries, Inc.
(A Non – Profit Corporation)

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME AND ADDRESS

The name of the corporation shall be: Prayer of Faith Ministries, Inc. and its principle place of business address shall be: 17001 Herndon Lane, Port St. Lucie, FL 34987.

ARTICLE II: PURPOSE

The purposes for which the corporation is organized are exclusively charitable, religious and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code, including to proclaim the gospel of Jesus Christ, to spread HIS salvation message, to encourage and assist Christian believers in attaining a deeper spiritual maturity through the power of the Holy Spirit, and to own, operate and maintain a ministry or a Church for that purpose. The corporation shall have no power of authority to accomplish any transaction described as a prohibited transaction in Section 503 of the Internal Revenue Code, as amended, nor shall it engage in any activity which shall in any way forfeit the corporation's status as exempt from taxation under the provisions of Section 501 (c) (3) of the Internal Revenue Code, as amended. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or the federal, state or local government for exclusive public service.

ARTICLE III: MEMBERSHIP

The membership of this corporation shall be comprised of all persons named herein as subscribers, directors and officers to these Articles of Incorporations, and membership in the corporation shall at all times be open to other persons who shall be interested in the furtherance of the purposes of the corporation. The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the By-Laws of this corporation. The manner of admission to membership shall be upon profession of faith in the Lord Jesus Christ.

ARTICLE IV: TERM OF EXISTENCE

The corporation shall have perpetual existence.

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ARTICLE V : CORPORATE SUBSCRIBERS

The names and addresses of those persons (all residents of the State of Florida) subscribing to the Articles of Incorporation are as follows:

Joseph E. Herndon, Sr. , President / Treasurer
17001 Herndon Lane , Port St. Lucie, FL 34987

Penny S. Herndon , Vice President / Secretary
17001 Herndon Lane, Port St. Lucie, FL 34987

ARTICLE VI : BY-LAWS

By-Laws of the corporation are to be made, altered or rescinded upon a two-thirds vote of the membership present at any regular business meeting, or at any special meeting called for that purpose, after due written notice to all members of the church. The by-laws of the church set forth the method for electing officers of the ministry. This method is subject to change based on a two-thirds vote of the membership as noted above. If this entity ceases to exist an irrevocable election is made to transfer all assets to another 501 (c) (3) entity with like purpose and activities.

ARTICLE VII : AMENDMENTS

These Article of Incorporation may be altered, changed, or amended by two-thirds vote of the membership of the church present at any regular business meeting called for that purpose, provided that proper notice has been given and that such proposed alterations, changes, or amendments have been submitted in writing to the membership for their consideration at a regular meeting prior to their adoption. When approved by a two-thirds vote of the membership present at such meeting, the said changes, alterations or amendments to the Articles of Incorporation must also be forwarded to the Secretary of State and filed and approved by that office before same shall become effective.

ARTICLE VIII: NON-STOCK CORPORATION

The corporation shall be non-stock and no dividends net earnings, or pecuniary profits shall be declared, distributed to or inured to the benefit of any member, director or officer of this corporation.

ARTICLE IX : ADDRESS

The initial address of this corporation and the office of registered agent's office of this corporation in the State of Florida is 17001 Herndon Lane, Port St. Lucie, Florida 34987. The initial registered agent of said corporation shall be Joseph E. Herndon, Sr..

ARTICLE X: METHOD OF DIRECTOR AND OFFICER ELECTION

The initial board of directors and officers will be elected at the initial meeting of the corporation in compliance with Section 617.0202(d) Florida Statutes that requires the manner in which directors are qualified and will be elected or appointed based on the requirements as stated in the bylaws. The required date for the initial board of directors shall be within thirty days of original incorporation at the initial meeting of the incorporating board.

IN WITNESS WHEREOF, we the undersigned subscribers, have hereunto set our hands and seals this ____ day of _____ 200_. Signed, sealed and delivered in the presence of:

Sharon W. Goff
SHARON W. GOFF

Joseph E. Herndon, Sr. (LS)
Joseph E. Herndon, Sr.

Penny S. Herndon
Penny S. Herndon

Penny S. Herndon (ES)
Penny S. Herndon

STATE OF FLORIDA
COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to administer oaths, personally appeared,

To me well known to be the persons described in and who executed the foregoing Articles of Incorporation as subscribers, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid, this 30th day of November 2006.

Notary Public: Melinda A. Walter
My Commission Expires: November 12, 2010 Seal (Stamp)



Melinda A. Walter
Commission # DD613838
Expires November 12, 2010
Bonded Troy Farm - Insurance, Inc. 800-365-7019

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above named corporation, at the place designed in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Corporation Act and Florida Statute 48.091 relative to keeping open an office.

Joseph E. Herndon, Sr.
Joseph E. Herndon, Sr.

11/30/06
Date