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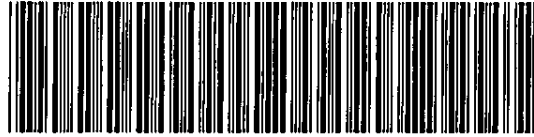
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07 MAR 14 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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RICARDO M. SPENCER, SR.

March 8, 2007

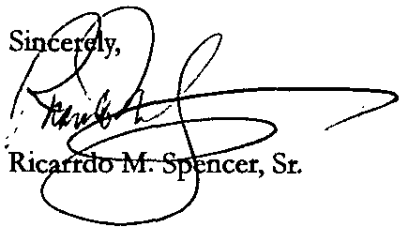
Department of State
Division of Corporations - Corporate Filings
The Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation for **Jesus People Covenant Ministries Church International, Inc.** along with the fees of \$87.50. Please send a certified copy and certificate of status once the Articles of Incorporation have been filed.

Should you have any questions, please do not hesitate to contact me at (305) 625-9630

Sincerely,



Ricardo M. Spencer, Sr.

ARTICLES OF INCORPORATION

For

Jesus People Covenant Ministries Church International, Inc.

Pursuant to Chapter 617.0202 of The Florida Statutes, the undersigned, acting as incorporators of a Florida Not-For-Profit Organization, submits the following Articles Of Incorporation in compliance with the guidelines of the aforementioned code for recognition as an authentic Florida-Not-For Profit Corporation:

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation shall be:

Jesus People Covenant Ministries Church International, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business for the Corporation will be in the city of Daytona Beach, Volusia County, Florida. The mailing address of this Corporation shall be:

Jesus People Covenant Ministries Church International, Inc.

c/o Mr. Ricarrdo M. Spencer, Sr.
4055 N.W. 183rd Street
Miami, Florida 33055

ARTICLE III - MISSION AND PURPOSE

The mission and purpose for this Corporation is to:

Conduct and perform the business of a Faith-Based/Religious/Spiritual 501 (c)(3) organization and to do all things and exercise all powers and execute all functions that a Faith-Based/Religious/Spiritual organization is authorized or empowered to do, exercise, or perform under and by virtue of the laws of Florida in educating and declaring "*Life in agreement with God's Word*" as written in the Holy Bible throughout *Daytona Beach, Florida* and ultimately the world.

ARTICLE IV – MANNER OF ELECTION

The manner in which the Director/Pastor is chosen is by apostolic appointment. The Pastor will remain in this position as long as the divine call of God remains on his life. The apostolic appointment of the Pastor dually empowers him to be the President of the Corporation. The Pastor/President through the guidance of the Holy Spirit shall appoint other officers and/or directors.

ARTICLE V – LIMITATION OF CORPORATE POWERS

The Pastor/President will be responsible for managing the affairs of the Corporation. The Pastor/President along with those whom he designates for assistance shall establish the by-laws of the Corporation. Proposed by-laws will be introduced to corporate members for ratification at periodic business meetings. The by-laws may be amended, rescinded or ratified by a majority vote of the members present at the business meeting. Subsequent amendments to the by-laws may be proposed at any time to the Pastor/President or any board member. The amendment(s) will be voted upon at the next designated business meeting and will require a 2/3rd majority vote of the members present at the meeting. Board members will either be elected by corporate members or appointed by the Pastor/President. Board membership is not limited to members of the Corporation.

ARTICLE VI – INITIAL DIRECTORS AND OFFICERS

1. The initial directors and officers of **Jesus People Covenant Ministries Church International, Inc.:**

President/Pastor:	Ricardo M. Spencer, Sr. 11443 Hibbs Grove Drive Cooper City, FL 33330
Vice-President:	Jenny M. Spencer 11443 Hibbs Grove Drive Cooper City, FL 33330
Director/Trustee:	Bishop Isaiah S. Williams, Jr. 4055 N.W 183 rd Street Miami, FL 33055
Director/Trustee:	Dr. Gloria Y. Williams 4055 N.W 183 rd Street Miami, FL 33055

ARTICLE VI – INITIAL DIRECTORS AND OFFICERS - Continued

These people will serve on the Board of Directors and act as fiduciary executives for the Corporation. As the membership increases additional individuals may become a part of the Board of Directors as the governing body of the church.

2. Any person who has been spiritually “born again”, through faith in Jesus Christ as Lord and Savior, is qualified to become a member of this organization. Provided they show genuine evidence of godly character. Persons shall be accepted in any of the following ways:

(a) Baptism into the Body and/or Christian experience and/or letter of previous church membership.

(b) Any person who has been received as a member of this Christian body has the right and the privilege to participate in all activities and voting rights that pertains to the members.

(c) Participation in a lifestyle contrary to the principles of God as stated in the Bible, God’s Holy Word, is reason for dismissal or expulsion from this body until such time as the disobedient life has been reconciled to the perfect will of God and thereby restored to sweet fellowship.

(d) Members shall be free to transfer or relinquish their membership at their discretion.

Notwithstanding any provisions of these articles, this Corporation shall not engage in activities that cannot be conducted by:

(1) A Corporation exempt from Federal Income Tax under section 501 (c)(3) of the Internal Revenue Code of 1954 or any corresponding provision of future United States Internal Revenue Law, or

(2) A Corporation whose contributions are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of future United States Internal Revenue Law.

3. There will be no limitations created because of divisions established by classes of people. All shall be equal in rank as established by the oracle Word of God. All members shall be obligated, first to God, then to fellow members, to walk circumspectly in the world. All members will walk worthy of the vocation of the calling to be sons and daughters of the most High God, separating them from involvement in the lust of the world.

ARTICLE VI – INITIAL DIRECTORS AND OFFICERS - Continued

4. The initial incorporators of Jesus People Covenant Ministries Church International, Inc. are:

- a) Ricarrdo M. Spencer, Sr.
- b) Jenny M. Spencer
- c) Bishop Isaiah S. Williams, Jr.
- d) Dr. Gloria Y. Williams

5. The Corporation, while maintaining its inherited rights to sovereignty in the conduct of its own affairs, may voluntarily enter into spiritual fellowship with churches of like faith. The Corporation and its leadership will be subordinate, subject and accountable to the counsel and direction of its Fathering Headquarters Overseeing Church, Jesus People Ministries Church International, Inc. ("JPMCI"). JPMCI is a church located in Miami, Florida and operates under the apostolic leadership of Bishop Isaiah S. Williams, Jr. D.D.

6. In order to insure the discipline of order, the Corporation shall establish a constitution and by-laws.

ARTICLE VII – INITIAL REGISTERED AGENT AND STREET ADDRESS

The registered agent and address for Jesus People Covenant Ministries Church International, Inc.

Ricarrdo M. Spencer, Sr., President/Pastor
4055 N. W. 183rd Street
Miami, Florida 33055-2830

ARTICLE VIII – DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, assets shall be distributed to the Fathering Headquarters, which is Jesus People Ministries Church International, Inc. located in Miami-Dade County, Miami, Florida. However, if the named recipient is not in existence and is either unwilling to accept the distribution, or is no longer a qualified distributee, then the assets of this Corporation shall be distributed to a fund, foundation or Corporation that operates exclusively for the purposes specified in Section 501 (c)(3) of the Internal Revenue Code (or corresponding of any future Federal tax code).

ARTICLE IX – NO DISTRIBUTION OF PROFITS

The Corporation is not organized for pecuniary profit. The Corporation shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any director, or individual. The balance, if any, of all monies received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation, of whatever kind or nature, shall be issued and distributed exclusively for religious purposes.

ARTICLE X – PROHIBITION AGAINST POLITICAL ACTIVITIES

No substantial part of the activities of the Corporation shall be devoted either to the promulgation of propaganda, or otherwise attempt to influence legislation; and shall not participate or intervene in (including the publishing or distribution of statements) political campaigns on behalf of any candidate for political office.

ARTICLE XI – CONFLICT OF INTEREST POLICY

Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to acting upon such contract or transaction. Such disclosures shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the conflict of interest.

The body to which such disclosure is made shall thereupon determine, by vote of seventy-five percent (75%) of the voters entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict exists, such person may not participate (other than to present factual information or respond to questions), vote or use his personal influence during the discussion or deliberations pertaining to the contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

ARTICLE XII – INCORPORATORS

The names and addresses of the Incorporators for these articles of incorporation are as follows:


Ricarrdo M. Spencer, Sr.
11443 Hibbs Grove Drive
Cooper City, FL 33330

Jenny M. Spencer
11443 Hibbs Grove Drive
Cooper City, FL 33330

Bishop Isaiah S. Williams, Jr.
4055 N.W. 183rd Street
Miami, FL 33055

Dr. Gloria Y. Williams
4055 N.W. 183rd Street
Miami, FL 33055

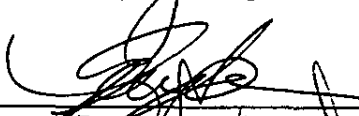
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature Registered Agent/Incorporator

3/6/07


Date



Signature/Incorporator

3/6/07

Date



Signature/Incorporator

3/6/07

Date



Signature/Incorporator

3/6/07

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Sworn to and subscribed before me this 6 day of MARCH, 2007 by Ricarrdo M & Jenny M. Spencer, Sr./ Bishop Isaiah S. Williams, Jr. and Dr. Gloria Y. Williams.

