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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**WHITFIELD CHURCH DEVELOPMENT FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
WHITFIELD CHURCH DEVELOPMENT FOUNDATION, INC.  
(a Florida Not For Profit Corporation)**

*These Articles are filed in accordance with the provisions of Chapter 617 of the Florida Statutes.*

**ARTICLE I  
NAME**

The name of this corporation is WHITFIELD CHURCH DEVELOPMENT FOUNDATION, INC. (hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The Corporation's principal office and mailing address are located at 7045 North Tamiami Trail, Sarasota, FL 34243.

**ARTICLE III  
DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

**ARTICLE IV  
CHARITABLE PURPOSES AND LIMITATIONS**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code").

The Corporation has been organization and shall hereafter be operated at all times, exclusively for the benefit of, to perform the functions of, and/or to carry out the purposes of Whitfield Presbyterian Church, an organization exempt from Federal taxation pursuant to Internal Revenue Code Sections 501(c)(3), 509(a)(1) and 170(b)(1)(A)(i). Notwithstanding the foregoing, the Corporation will not be controlled directly or indirectly by one or more disqualified persons, other than its managers and charitable or publicly supported organizations associated with the Presbyterian Church.

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**ARTICLE V**  
**CORPORATE POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three (3). The Directors of the Whitfield Presbyterian Church have appointed the first three directors, whose names and addresses of the Directors and Officers of the Corporation are:

Ronald Inlow  
6415 Renssalaer Dr  
Bradenton, Fl. 34207

Raymond Brown  
6101 Courtside Drive  
Bradenton, Fl. 34210

Carol Bergere  
339 Montgomery Avenue  
Sarasota, Fl. 34243

The foregoing directors shall serve until the first annual meeting of the member and directors.

The number and method of election and removal of the directors of the Corporation shall be as set forth in the Bylaws, provided that the Board of Directors of the Whitfield Presbyterian Church retain the right to remove and replace directors for cause.

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**ARTICLE VII**  
**MEMBERS**

The Corporation shall have a single member which shall be the Whitfield Presbyterian Church.

**ARTICLE VIII**  
**DISSOLUTION**

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed to (i) the Whitfield Presbyterian Church, or (ii) if it is not in existence, to or for one or more exempt purposes (within the meaning of Section 501(c)(3) of the Code) carried on by the Presbyterian Church in the State of Florida as the majority of the final Board of Directors of the Corporation shall designate. Any such assets not so disposed of, shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then or was last located. The Court shall distribute such assets for such purposes or to such organization or organizations, as said court shall determine, which is (are) organized and operated exclusively for charitable purposes and which are associated with the Presbyterian Church.

**ARTICLE IX**  
**PROHIBITIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, 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 in Article IV hereof.

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 or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055, and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Code, then in that event, the Corporation:

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A. Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; and,

B. Shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

**ARTICLE X**  
**AMENDMENT OF BYLAWS**

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors of the Corporation and with the consent of two thirds (2/3) of the Board of Directors of the Whitfield Presbyterian Church. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

**ARTICLE XI**  
**AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors and with the consent of two thirds (2/3) of the Board of Directors of the Whitfield Presbyterian Church.

**ARTICLE XII**  
**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office in the State of Florida is 1395 Panther lane, Suite 300, Naples, Florida 34109 and the name of its registered agent at such office is Naples-Lawdock, Inc.

**ARTICLE XIII**  
**INCORPORATOR**

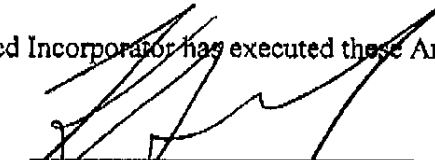
The name of the Incorporator is Kevin Carmichael. The address of the Incorporator is 1395 Panther Lane, Naples, Florida 34109.

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**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on the 31st day of May, 2007.

  
\_\_\_\_\_  
Kevin Carmichael, Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**

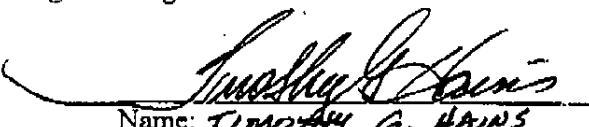
PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is WHITFIELD CHURCH DEVELOPMENT  
FOUNDATION, INC

The name of the initial registered agent of the Corporation is Naples-Lawdock, Inc., the address of the initial registered agent is 1395 Panther Lane, Suite 300, Naples, Florida 34109..

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Name: TIMOTHY G. HAINS  
Title: PRESIDENT  
Registered Agent

Date: May 31, 2007

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