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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DEC. 18 2007

December 10, 2007

Department of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SUBJECT: CHURCH OF GOD OF PROPHECY-KEY WEST, INC.

Enclosed is an original and two (2) copies of the Article of Incorporation and a check for \$87.50 which includes the cost for filing fee, Certificate and Certified Copy.

FROM: Sandra Kee
308 Virginia Street
Key West, Florida 33040

ARTICLES OF INCORPORATION
OF
CHURCH OF GOD OF PROPHECY – KEY WEST , INC
815 ELIZABETH STREET
KEY WEST, FLORIDA 33040

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BY THESE ARTICLES OF INCORPORATION the incorporators form a corporation not for profit pursuant to Florida Statute 617.

ARTICLE I. NAME

The name of this corporation is Church of God of Prophecy – **KEY WEST**, Inc.

ARTICLE II. TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE III. PURPOSE

This corporation is organized for general corporate purposes; and for the purpose to facilitate and execute the business and activities of the Church of God of Prophecy – **Key West**, Inc. within the State of Florida and to meet the requirements of the laws of the State of Florida in regard to the acquiring, mortgaging and disposition of real estate within the State of Florida and to conduct any and all business of the corporation with regard to ownership of property for the Church of God of Prophecy - **Key West**, Inc. and its member congregations. Its further purpose is to carry on and to promote in a cooperative way the Evangelistic, educational and religious work of the International Church of God of Prophecy. It is in no way empowered nor authorized to interfere with, change or modify the doctrine, religious practices, standards or mode of worship or the recommendations of the General Assembly of the Church of God of Prophecy and its general trustees as adopted and established annually at the regular meeting of the General Assembly in Cleveland, Tennessee, or wherever it may convene.

ARTICLE IV. MEMBERS

Any person who subscribes to and accepts the Covenant of Membership, the teachings and the manner of church government as outlined by the Holy Scriptures

and the General Assembly of the Church of God of Prophecy and which has been recognized by the General Assembly of the Church of God of Prophecy may be a member of this corporation.

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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 this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Code. On the dissolution of this corporation the board of Trustees shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation to an organization organized and operated exclusively for charitable, educational, religious or scientific purposes and that qualifies as exempt organizations under Section 501 (c)(3) of the Internal Code of 1954 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall revert to the State Trustees of the Church of God of Prophecy, Winter Garden, Florida, or wherever situated, or, secondly to the General Trustees, Cleveland, Tennessee to be disposed of or used by another state office or local church of the Church of God of Prophecy as operating exclusively for charitable, educational, or religious purposes as deemed proper by the State or General Trustees.

ARTICLE V. SUBSCRIBERS

The names and residences of the subscribers are:

| | | |
|----------------------------|---|----------------------|
| Sandra Kee | 308 Virginia Street - Key West, FL 33040 | (305)294-1288 |
| Brenda Johnson | 29- 6th Avenue - Stock Island, FL 33040 | (305)304-3253 |
| Jean Ellezaire Jean | 10- 6th Avenue - Key West, FL 33040 | (305)293-7033 |
| Marguerite Thompson | 1009 Thomas Street Key West, FL 33040 | (305)393-6740 |
| Marie Erica Jean | 10- 6th Avenue Key West, FL 33040 | (305)293-7033 |

ARTICLE VI. OFFICERS

The names of the officers that shall serve until replaced by their elected successors are:

SANDRE KEE, PRESIDENT

308 Virginia Street - Key West, FL 33040

BRENDA JOHNSON, SECRETARY

29- 6th Avenue - Stock Island, FL 33040

JEAN ELIEZAIRE JEAN, TREASURER

10- 6th Avenue - Key West, FL 33040

ARTICLE VII. TRUSTEES

This corporation shall have a Board of Trustees of three (3) Trustees initially. The number of trustees shall be prescribed in the By Laws from time to time. The names and addresses of the trustees who shall serve until the next meeting of the local church conferences are: **(Same as above)**

Vacancies in the initial Board of Trustees shall be filled as provided for in the By-laws of the Corporation.

ARTICLE VIII. BY LAWS

The By Laws of this corporation shall be adopted by the Board of Trustees and approved by the local Church conference.

ARTICLE IX. AMENDMENTS

An amendment to these Articles of Incorporation may be proposed by the Board of Trustees. Amendments shall be adopted by the Board of Trustees by two-thirds agreement of the Trustees and approved by the local church conference.

ARTICLE X. REGISTERED AGENT

The initial registered agent for this corporation is:

SANDRA KEE

308 Virginia Street Key West, FL 33040

ARTICLE XI. OFFICE OF CORPORATION

The initial office of the corporation shall be located at: and the mailing address of said corporation is: **308 Virginia Street - Key West, FL 33040**

ARTICLE XII. COMMENCEMENT DATE

The activities of this corporation shall commence upon these Articles of Incorporation being duly filed with the Secretary of State, State of Florida.

SUBSCRIBERS

IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation this 7th day of September, 20 07

Sandra Kee Sandra Kee

Brenda Johnson Brenda Johnson

Jean Ellezair Jean Jean Ellezair Jean

Marguerite Thompson Marguerite Thompson

Marie Erica Jean Marie Erica Jean

STATE OF FLORIDA

COUNTY OF MONROE

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared the **Subscribers**, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7th day of **September, 2007**.

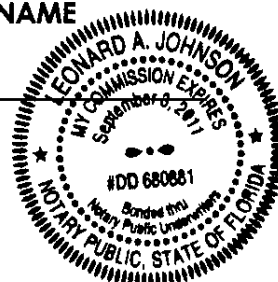
Leonard A. Johnson

NOTARY PUBLIC SIGNATURE

LEONARD A. JOHNSON

NOTARY PUBLIC PRINTED NAME

MY COMMISSION EXPIRES: _____



ACCEPTANCE OF
REGISTERED AGENT/REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the Church of God of Prophecy, Inc., I hereby accept the appointment as Registered Agent and agree to act in this 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.

Sandra Kee *Sept. 7, 2007*
Signature of Registered Agent Date

Printed Name of Registered Agent *Sandra Kee*