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To:

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FLORIDA PROFIT/NON PROFIT CORPORATION

People Reaching People, Inc.

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ARTICLES OF INCORPORATION
OF
PEOPLE REACHING PEOPLE, INC.

I, R. Scott Purdy, the undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, do hereby execute these Articles of Incorporation for the purpose of forming a corporation not-for-profit under the laws of the State of Florida.

ARTICLE 1

NAME

The name of this Corporation is PEOPLE REACHING PEOPLE, INC.

ARTICLE 2

PURPOSES

The purposes for which this corporation is formed are as follows:

(1) To transform lives and make disciples of Jesus Christ by serving and ministering to those in need primarily in Eastern Africa and Madagascar through economic, educational and evangelistic programs. These purposes will be pursued within the framework of core values of the corporation of glorifying God, seeking transformation in Christ through relationships, living the Great Commission and maintaining Christian integrity.

H08000055473 3

(2) To solicit, receive, administer and invest funds for religious and charitable purposes and to that end (a) to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person, persons or corporations, any property, whether real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value, wherever same may be located; (b) to sell, convey or otherwise dispose of any such property, wherever same may be located; and (c) to invest, reinvest, or deal with the principal or income thereof, all in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation or any laws applicable thereto.

(3) To do any other act or thing incidental to or in connection with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of the corporation's directors or officers.

(4) This corporation is organized exclusively for religious and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE 3

MEMBERSHIP

There will be no membership in the corporation.

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H08000055473 3

ARTICLE 4

TERM OF EXISTENCE

The term of existence of this corporation is perpetual.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is c/o Hodgson Russ LLP, 1801 N. Military Trail, Suite 200, Boca Raton, Florida 33431 and the name of the initial registered agent of this Corporation at that address is Kenneth A. Wenzel.

ARTICLE 6

PRINCIPAL OFFICE

The address of the principal office of this Corporation and the mailing address shall be c/o Hodgson Russ LLP, 1801 N. Military Trail, Suite 200, Boca Raton, Florida 33431, Attention: Kenneth A. Wenzel.

ARTICLE 7

INCORPORATOR

The name and address of the Incorporator is R. Scott Purdy, 36W380 McKay Drive, St. Charles, Illinois 60175.

H08000055473 3

ARTICLE 8

DIRECTORS

The number of directors constituting the initial Board of Directors is fourteen (14) and the names and addresses of the persons who are to serve as initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Rt. Rev. Todd A. McGregor	c/o Gerry and Audrey Cox 2223 Woodlands Way Deerfield Beach, Florida 33442
Rev. Patricia C. McGregor	c/o Gerry and Audrey Cox 2223 Woodlands Way Deerfield Beach, Florida 33442
Will Harman	1134 Island Drive Delray Beach, Florida 33483
Cheryl Harman	1134 Island Drive Delray Beach, Florida 33483
William John Griffin	1 Charlton House Charlton Marshall Blandford Dorset, United Kingdom DT11 9NT
Craig Cole	10291 Friendship Ct. Fairfax, VA 22131
Phil Johnson	9238 West Springs Drive Knoxville, TN 37922
Barbara Johnson	9238 West Springs Drive Knoxville, TN 37922

H08000055473 3

H08000055473 3

Cindy Fay	5445 Quail Hollow Way Westerville, Ohio 43082
R. Scott Purdy	36W380 McKay Drive St. Charles, IL 60175
Randy Degler	3523 N.W. 4 th Avenue Boca Raton, Florida 33431
Lori Degler	3523 N.W. 4 th Avenue Boca Raton, Florida 33431
Hank Verinder	Kinloch Farm 2442 Quarter Hill Road Caret, VA 22436
Laura Verinder	Kinloch Farm 2442 Quarter Hill Road Caret, VA 22436

The number of Directors that shall serve from time to time and the manner of election of the Directors shall be as stated in the By-Laws.

ARTICLE 9

BY-LAWS

Section 1. The initial By-Laws of the corporation shall be adopted by a majority vote of the Board of Directors.

Section 2. The By-Laws may be made, amended or rescinded by a majority vote of the Board of Directors.

H08000055473 3

ARTICLE 10

AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ARTICLE 11

NEGATION OF PECUNIARY GAIN

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends. No part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described in Article 2.

ARTICLE 12

PROHIBITION OF CERTAIN ACTIVITIES

This corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

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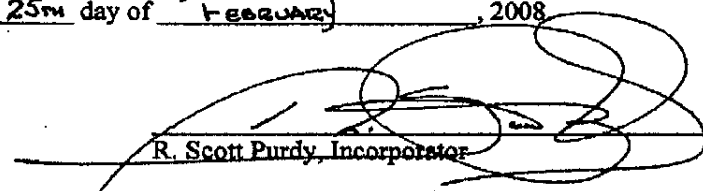
Notwithstanding any provision of these Articles to the contrary, this corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or with the requirements for deductibility of contributions to the corporation under Section 170 of the Internal Revenue Code of 1986.

ARTICLE 13

DISSOLUTION

Upon the dissolution of this corporation in accordance with Florida law, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of the remaining assets of this corporation exclusively for the purposes of this corporation and in accordance with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986. The assets may be distributed by the Board of Directors to any organization or organizations which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of the future United States Internal Revenue Law. Any assets not disposed of as provided above shall be disposed of by the Circuit Court of Palm Beach County, or any other court having jurisdiction over this corporation in regard to its dissolution.

SUBSCRIBED to this 25th day of February, 2008


R. Scott Purdy, Incorporator

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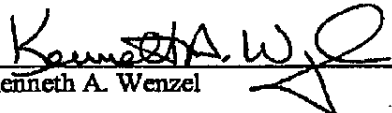
**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
PEOPLE REACHING PEOPLE, INC.**

Pursuant to Section 617.0501, Florida Statutes, the following is submitted:

PEOPLE REACHING PEOPLE, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Kenneth A. Wenzel, located at c/o Hodgson Russ LLP, 1801 N. Military Trail, Suite 200, City of Boca Raton, County of Palm Beach, State of Florida, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 617.0501, Florida Statutes.


Kenneth A. Wenzel