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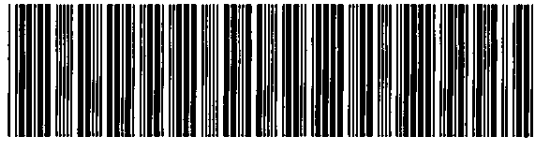
(Business Entity Name)

(Document Number)

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2008 MAR 28 A 8:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 31 2008
D. A. WHITE

Glenn T. Shelby, P.A.
Attorney at Law

902 S. Florida Ave., Suite 101
Lakeland, Florida 33803

Phone: (863) 688-5838
Facsimile: (863) 683-5774

Florida Bar Board Certified in Real Estate

December 13, 2007

Florida Department of State
Division of Corporations
Corporation Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Springs of Living Water Outreach
Ministries, Inc.

Enclosed please find a check in the amount of \$70.00 for filing the enclosed
Articles of Incorporation.

Thank you very much.

Sincerely,

Glenn T. Shelby
GLENN T. SHELBY
8'

GTS/awj
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 17, 2007

GLENN T SHELBY, ESQUIRE
902 S FLORIDA AVE
SUITE 101
LAKELAND, FL 33803

SUBJECT: SPRINGS OF LIVING WATER OUTREACH MINISTRIES, INC.
Ref. Number: W07000060858

We have received your document for SPRINGS OF LIVING WATER OUTREACH MINISTRIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

Letter Number: 707A00070359

ARTICLES OF INCORPORATION
OF
HEALING HEARTS OUTREACH MINISTRIES, INC.
a Florida Not For Profit Corporation

FILED
2008 MAR 28 A 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is HEALING HEARTS OUTREACH MINISTRIES, INC.

ARTICLE II.

The corporation shall have perpetual duration.

ARTICLE III.

The corporation is a not for profit corporation. The purpose for which the corporation is organized is:

(a) Healing Hearts Outreach Ministries is to share the love of Jesus by reaching out to our community through creative arts and service. Proclaiming His hope to the hurting, His healing to the broken and His salvation to the lost. "...for by his wounds we are healed." (Isaiah 53:5).

(b) The general purposes for which this corporation is formed are to operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political

campaign on behalf of any candidate for public office.

(d) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, 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 section 501(c)(3) purposes.

(e) Notwithstanding any other provision of these articles, the 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 1986 (or corresponding section of any future Federal tax code).

(f) Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or shall be distributed to the Federal, State or Local Government for a public purpose.

ARTICLE IV.

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

ARTICLE V.

The street address of the initial registered office is 1202 Kells Ct., Lakeland, FL 33813 and the mailing address of the corporation is 1202 Kells Ct., Lakeland, FL 33813. The initial registered agent at that address shall be Dan Noderer.

ARTICLE VI.

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be four; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held as determined by the board of directors, but no later than three months after incorporation, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of 2 years until the second annual meeting of members following the election of directors and until the qualification of the successors in office.

Meetings shall be held annually, on the first Monday in December of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Name	Residential Address
Dan Noderer	1202 Kells Ct. Lakeland, FL 33813
Tina Noderer	1202 Kells Ct. Lakeland, FL 33813
Mike Penney	343 N. Fern Rd. Lakeland, FL 33801
Vicky Penney	343 N. Fern Rd. Lakeland, FL 33801
John Limper.	1407 N. Timberidge Loop Lakeland, Fl 33809
Barbara Limper	1407 N. Timberidge Loop Lakeland, FL 33809

Connie Wilburn 3817 Eric Ct.
Lakeland, FL 33813

Katie Noderer 1202 Kells Ct.
Lakeland, FL 33813

ARTICLE VII.

The names and addresses of the incorporators are:

Name	Address
Dan Noderer	1202 Kells Ct. Lakeland, FL 33813
Mike Penney	343 N. Fern Rd. Lakeland, FL 33801
John Limper	1407 N. Timberidge Loop Lakeland, FL 33809

ARTICLE VIII.

The board of directors shall elect the following officers: President, Vice President, Secretary, and Treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

President	Dan Noderer	1202 Kells Ct. Lakeland, FL 33813
Secretary	Tina Noderer	1202 Kells Ct. Lakeland, FL 33813
Treasurer	Mike Penney	343 N. Fern Rd. Lakeland, FL 33801
Vice President	Katie Noderer	1202 Kells Ct. Lakeland, FL 33813

ARTICLE IX.

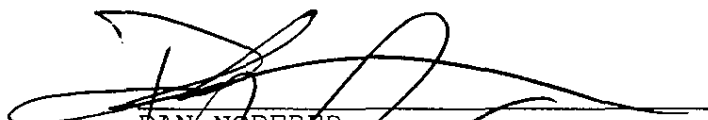

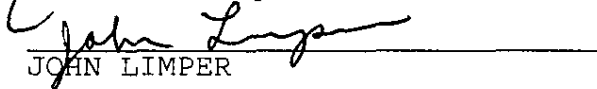
Subject to the limitations contained in the bylaws and any limitations set forth in the Laws of the State of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new

bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE X.

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two thirds of a quorum of members of the corporation.

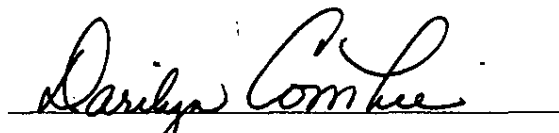
We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on 3-19-08.

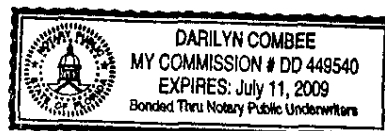

DAN NODERER

MIKE PENNEY

JOHN LIMPER

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this date by DAN NODERER, MIKE PENNEY AND JOHN LIMPER, who are personally known to me or who have produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this the 19th day of March, 2008.


NOTARY PUBLIC
State of Florida at Large
Seal:

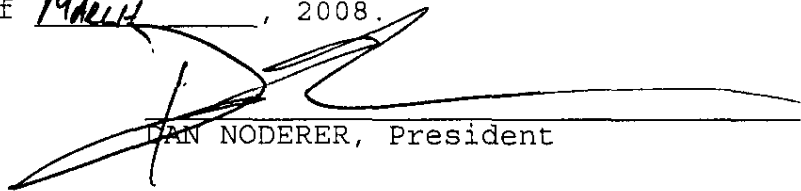


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

HEALING HEARTS OUTREACH MINISTRIES, INC., with its place of business at 1202 Kells Ct., Lakeland, FL 33813 has named Dan Noderer, located at 1202 Kells Ct., Lakeland, FL 33813 as its agent to accept service of process within the State of Florida.

Dated this 10 day of MARCH, 2008.



DAN NODERER, President

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 of Section 607.325 of the Florida General Corporation Act.

Dated this 10 day of MARCH.



DAN NODERER, REGISTERED AGENT

2008 MAR 28 A 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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