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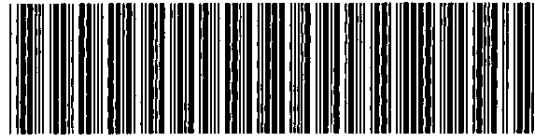
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LITVAK BEASLEY & WILSON, LLP

ATTORNEYS AT LAW

KRAMER A. LITVAK *†
ROBERT O. BEASLEY
PAUL A. WILSON†

226 East Government Street
Post Office Box 13503
Pensacola, Florida 32591-3503
TELEPHONE (850) 432-9818
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PENNY HENDRIX
DAVID L. POWELL†

† ALSO ADMITTED IN ALABAMA
‡ LL.M. IN TAXATION
* BOARD CERTIFIED TAX ATTORNEY

OF COUNSEL:
ABIGAIL K. SANDERS‡

May 15, 2008

Via Certified Mail, Return Receipt Requested

7007-1490-0001-1518-0411

Corporate Filings
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

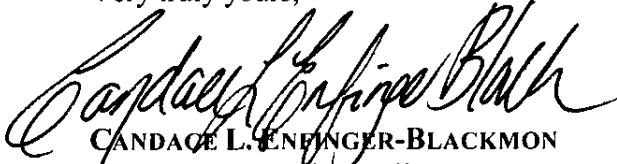
RE: Ministry Village At Olive, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation and Registered Agent Designation for Ministry Village at Olive, Inc. and original Registered Agent Designation Once filing has been completed, please provide me with a certified copy of each. I have enclosed my firm check (No.:2931) in the amount of \$78.75 as well as a postage pre-paid envelope for your convenience.

Should you have any questions, or require any additional information, please telephone me at (850) 432-9818.

Very truly yours,


CANDACE L. ENFINGER-BLACKMON
Paralegal To: Paul A. Wilson

Enclosures

:ceb

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**ARTICLES OF INCORPORATION
OF
MINISTRY VILLAGE AT OLIVE, INC.
A FLORIDA "NOT FOR PROFIT" CORPORATION**

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The undersigned, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is MINISTRY VILLAGE AT OLIVE, INC.

**ARTICLE II
STATEMENT OF CORPORATE NATURE**

This is a Non-Profit Corporation organized solely for general charitable purposes pursuant to the Florida Corporation's Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

**ARTICLE III
GENERAL AND SPECIFIC PURPOSES**

The Corporation is organized exclusively for charitable, education, and religious purposes, within the meaning of Section 501(C)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

This Corporation is organized to engage in providing for spiritual, physical, mental, emotional, vocational, financial and medical needs.

The Corporation may solicit, receive, hold and expend funds or other property in such manner as the Board of Directors may determine to be appropriate to further the foregoing

purpose, and shall have all of the powers conferred by or permissible under the Florida Not for Profit Corporation Act.

ARTICLE IV TERM

This Corporation shall have a perpetual existence.

ARTICLE V MEMBERSHIP

- (a.) **Directors as Members:** The sole class of members of this Corporation shall be its Directors.
- (b.) **Rights and Liability of Members:** The members of this Corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE VI INCORPORATORS

The name and residence address of the incorporator of this Corporation is as follows:

Paul A. Wilson, 226 East Government Street, Pensacola, Florida 32502_.

**ARTICLE VII
LOCATION OF REGISTERED OFFICE
AND
IDENTIFICATION OF REGISTERED AGENT**

- (a.) The registered office of the Corporation is 226 E. Government Street, Pensacola, Florida.
- (b.) The name and address of this Corporation's registered agent is Paul A. Wilson, 226 East Government Street, Pensacola, Florida 32502.

**ARTICLE VIII
MANAGEMENT OF CORPORATE AFFAIRS**

- (a.) **Board of Directors:** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The By-Laws shall provide for their duties, functions and manner of election. The number of voting Directors of this Corporation shall be nine (9) provided, however, that such number may be changed by an Amendment to the By-Law of the Corporation. There shall also be one (1) non-voting member of the Board of Directors.

The names and street addresses of the Members of the initial Board of Directors, all of whom shall hold office until their successors are duly appointed and qualified are as follows:

Non-Voting Member

Dr. Ted Traylor
1836 E. Olive Road
Pensacola, FL 32514

Voting Members

Huey Pearson
1836 E. Olive Road
Pensacola, FL 32514

Jan Langford
1836 E. Olive Road
Pensacola, FL 32514

Pam Butler
1836 E. Olive Road
Pensacola, FL 32514

Barry Tidwell
1836 E. Olive Road
Pensacola, FL 32514

Jack Siler III
1836 E. Olive Road
Pensacola, FL 32514

Steve Harrod
1836 E. Olive Road
Pensacola, FL 32514

Jerry Wood
1836 E. Olive Road
Pensacola, FL 32514

Darlene Pinson
1836 E. Olive Road
Pensacola, FL 32514

Steve Williams
1836 E. Olive Road
Pensacola, FL 32514

-
- (b.) **Corporate Officers:** The Board of Directors shall elect the following officers: Chairman, Vice-Chairman, Secretary and Treasurer and such other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time. The By-Laws shall also provide for their duties, functions and manner of election.

ARTICLE IX CORPORATION'S BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation's Not For Profit laws of Florida, concerning corporate action that must be authorized by the Board of Directors of the Corporation, the By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, by a resolution of the Board of Directors, by following the procedure set forth therefore in the By-Laws.

ARTICLE X DEDICATION OF ASSETS

1. The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer, or Member thereof, or to the benefit of any private individual.
2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influencing legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign.

3. Notwithstanding any other provision of the articles, the corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE XI DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to Olive Baptist Church, located in Pensacola, Florida, if it is then an organization exempt under 501 (c) (3) of the Internal Revenue code, or, only if Olive Baptist Church is not then exempt, a non profit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

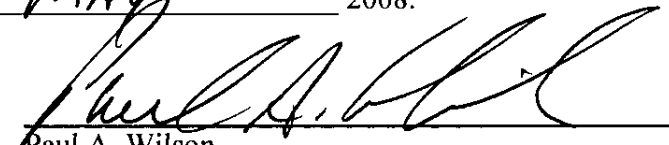
ARTICLE XII AMENDMENT OF ARTICLES

The Board of Directors may amend these Articles of Incorporation from time to time at any meeting by an affirmative vote of a majority of all board members, provided that at least sixty (60) days notice has been given to all members of the Board of Directors of the character of the proposed amendment, or amendments to be voted upon.

ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

I, the undersigned, being the incorporator of this Corporation, for the purpose of forming this Non-Profit Charitable Corporation under the laws of Florida, have executed these Articles of Incorporation on this 15th day of MAY 2008.



Paul A. Wilson

STATE OF FLORIDA

COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared

Paul A. Wilson, who is personally known to me and who executed the foregoing Articles of Incorporation as incorporator and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 15 day
of May 2008.



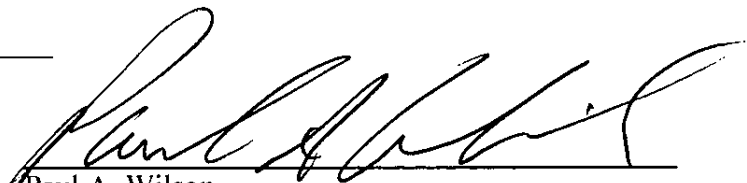
Candace L. Enfinger-Blackmon
Notary Public, The State of Florida, At Large
Commission Number: DD721309
Commission Expires: October 9, 2011

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

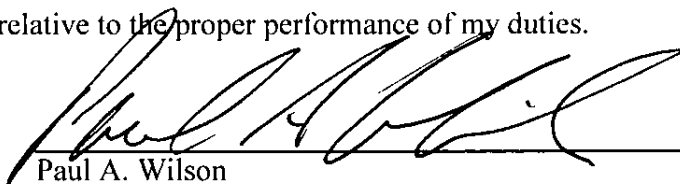
In compliance with Section 48.091 and 617.0501, Florida Statutes, the following is submitted:

FIRST, that **MINISTRY VILLAGE AT OLIVE, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1836 E. Olive Road, Pensacola, Florida 32514 has named Paul A. Wilson at 226 East Government Street, Pensacola, Florida 32502, as its agent to accept service of process within Florida.

Dated: MAY 15, 2008


Paul A. Wilson
INCORPORATOR

Having been named to accept service of process for the above named 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 performance of my duties.


Paul A. Wilson
REGISTERED AGENT

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