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TALLAHASSEE, FLORIDA

EP 11/10/08

BING LAW GROUP

Mailing Address:
P. O. BOX 20341
Tampa, FL 33622-0341

Phone: 813-463-8162
Fax: 813-251-0580

Office Address:
1101 Channelside Dr., Suite 244
Tampa, FL 33602

November 5, 2008

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399-6541

Re: Perfecting Faith Ministries of Oviedo, Inc.

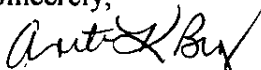
Dear Sir/Madam:

Enclosed is an original and a copy of the Articles of Incorporation and Designation of Registered Agent for the above mentioned corporation, as well as the filing fee.

Please file and mail the Certificate of Incorporation to me at the above address in the envelope provided.

Should you have any questions or comments, please do not hesitate to contact me at (813)463-8162.

Sincerely,



Anita K. Bing, Esq.

xc: Pastor Clinton Middleton

Enclosures: Fees of \$78.75
Articles of Incorporation (Original & Copy)
Return Envelopes

ARTICLES OF INCORPORATION
OF
PERFECTING FAITH MINISTRIES OF OVIEDO, INC
(A Not For Profit Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned residents and citizens of the United States of America of full age of majority, have for the purpose of forming a not for profit religious corporation pursuant to Chapter 617 of the Florida Not for Profit Corporation Act, for the purposes expressed in Article III hereof, adopted the following Articles of Incorporation:

ARTICLE I. NAME & DURATION

The name of the Corporation is **PERFECTING FAITH MINISTRIES OF OVIEDO, INC.**, and its duration is to be perpetual effective with the filing with the Secretary of State or November 1, 2008, whichever is earlier.

ARTICLE II. PRINCIPAL OFFICE & REGISTERED AGENT & OFFICE

The name of the registered agent and the location and address of the Corporation's registered office in the State of Florida is, Clinton Middleton at 5748 Dean Rd, Oviedo, FL 32765

The street and mailing address of the principal office of the Corporation is 5748 Dean Rd, Oviedo, FL 32765

ARTICLE III. PURPOSE

This nonprofit Corporation is a Church formed without any purpose of pecuniary profit and shall have no capital stock. This Corporation is organized Not for Profit and is organized and operated exclusively for religious purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code including the following purposes:

- A. Religious, charitable and educational;
- B. Operate a Church or Churches by providing regular worship services and ministering the Word of God using the Bible;

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- C. Establish "Church Planting" Churches & Affiliates in the US and abroad that will continue to work together for the purpose of reproducing leaders and churches and give oversight and direction to churches planted, assuring healthy growth;
- D. Spread the Word of the Gospel through various forms of ministry, including but not limited to discipleship training, feeding the hungry, housing the homeless, clothing the naked, providing relief to the poor, distressed or underprivileged, the establishment of half way/ three quarter houses and bible school training for the advancement of religion;
- E. Conduct religious worship services through conferences, seminars, crusades, television, radio, internet, books, audio and video, pamphlets and other forms of mass media for the purpose of educating the individual in the Word of God;
- F. Mobilize, raise up, and release people into their place and function within the Body of Christ and facilitate the five-fold ministry gifts into Holy Spirit directed service;
- G. Disciple people by establishing them in the local church, teaching and training them to become like Christ;
- H. Promote and encourage cooperation with and among other organizations ministering within the community. Serve as a clearinghouse for matters of spiritual and administrative import for members and member churches & affiliates;
- I. Protect, cover, and in the case of reproach, do everything in accordance with the Bible to restore in the spirit of meekness;
- J. To acquire and hold such property, either real or personal, for religious purposes as may be necessary in the worship of God and spread of the Gospel;
- K. Enter into contracts, leases and other obligations as needed;
- L. To engage in any lawful business or activities related hereto and to engage in any lawful act or activity for which nonprofit corporations may be organized under Florida Law as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights; and
- M. Do all things necessary and proper to accomplish the religious purposes of the organization within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV. MEMBERSHIP

This Corporation shall have membership the qualifications, classes, rights, terms and the quorum, voting and notice requirements of which shall be set forth in the Bylaws.

ARTICLE V. POWERS & DISSOLUTION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustee, officers, or other private persons, except that the Corporation shall be authorized and empowered to be paid reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III 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 any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by:

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- (1) A corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or
- (2) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

B. The Board of Trustees may cause the Corporation to solicit, collect, receive, accumulate, administer and disburse funds in such manner as will, in the sole discretion of the Board of Trustees, most effectively operate to further the purposes of the Corporation.

C. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to Changed by Choice, Inc and/or other organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as a religious organization and a "Public Charity" under Section 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or to an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exists or as they may hereafter be amended, as the Board of Trustees shall determine. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to an organization or organizations as said Court shall determine, which are organized and operated exclusively for purposes described in Section 501(c)(3) of the Code (or any corresponding future provisions).

ARTICLE VI. INDEMNIFICATION

The corporation shall indemnify any current or former officer, trustee, employee, or agent to the full extent permitted by law.

ARTICLE VII. BYLAWS

Corporate bylaws may be amended or repealed, in whole or in part, by the Board of Trustees in the manner provided therein.

ARTICLE VIII. BOARD OF TRUSTEES

The governing body of the Corporation shall be its Board of Trustees who shall be appointed at the organizational meeting of the corporation. The manner in which the Trustees shall be elected or appointed shall be fixed by the Bylaws. The initial Board of Trustees shall consist of at least three (3) members and shall serve until their successors are elected.

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ARTICLE IX. INCORPORATORS

The name and address of the incorporators are:

Clinton Middleton 746 Appleton Pl, Oviedo, Fl 32765

Gloria Middleton 746 Appleton Pl, Oviedo, Fl 32765

ARTICLE X. AMENDMENT

These Articles may be amended at any regular meeting of the voting members, or at a special meeting called for that purpose, by a two-thirds (2/3) majority of the voting members.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 4 day of November, 2008.



Clinton Middleton, Incorporator



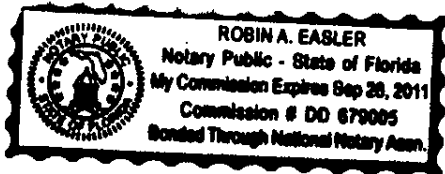
Gloria Middleton, Incorporator


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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me for said County and State, personally appeared Clinton Middleton, who is known to me to be the same person who executed the foregoing Articles of Incorporation as incorporator and duly acknowledge the execution of the same.

In Witness Whereof, I have hereunto subscribed be official seal, this 4 day of November, 2008.

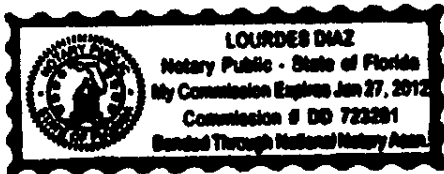


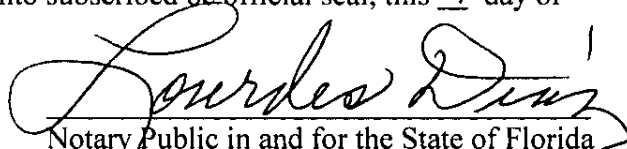

Notary Public in and for the State of Florida
Commission No.: DD 679005 Commission Expires: Sept 28, 2011

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me for said County and State, personally appeared Gloria Middleton, who is known to me to be the same person who executed the foregoing Articles of Incorporation as incorporator and duly acknowledge the execution of the same.

In Witness Whereof, I have hereunto subscribed be official seal, this 4th day of November, 2008.




Notary Public in and for the State of Florida
Commission No.: DD 723281 Commission Expires: JAN. 27, 2012

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TALLAHASSEE, FLORIDA

**REGISTERED AGENT DESIGNATION
PERFECTING FAITH MINISTRIES OF OVIEDO, INC**

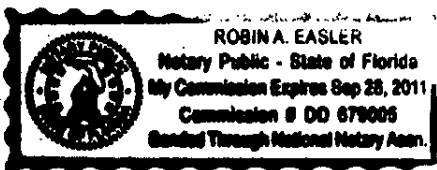
I, Clinton Middleton, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the Article of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with 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.

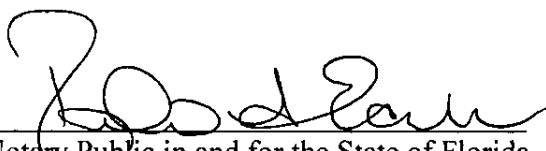

Clinton Middleton, Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me for said County and State, personally appeared Clinton Middleton who is known to me to be the same person who executed the foregoing as Registered Agent and duly acknowledge the execution of the same.

In Witness Whereof, I have hereunto subscribed be official seal, this 4 day of November, 2008.




Notary Public in and for the State of Florida
Commission No.: DD 679005
Commission Expires: Sept 28, 2011

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CLERK OF STATE
TALLAHASSEE, FLORIDA