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FLORIDA PROFIT/NON PROFIT CORPORATION

Wingman Ministries, Inc.

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February 24, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CHERRY & EDGAR PA

SUBJECT: WINGMAN MINISTRIES, INC.
REF: W09000008758

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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.

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Becky McKnight
Regulatory Specialist II
New Filing Section

FAX Aud. #: H09000041861
Letter Number: 609A00006394

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**ARTICLES OF INCORPORATION
OF
WINGMAN MINISTRIES, INC.
(A Not-For-Profit Corporation)**

The undersigned hereby executes these Articles of Incorporation for the purpose of becoming incorporated under Chapter 617, Revised Florida Statutes, as a corporation not-for-profit and certifies as follows:

ARTICLE I

NAME

The name of the Corporation shall be "WINGMAN MINISTRIES, INC." (hereinafter referred to as the "Corporation"). Its principal office shall be at 3215 Santa Barbara Drive, Wellington, Florida 33414, or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II

DURATION

The period of duration of the Corporation is perpetual.

THIS INSTRUMENT WAS PREPARED BY:

Richard G. Cherry, Esq.
Cherry, Edgar & Smith, P.A.
8409 North Military Trail, Suite 123
Palm Beach Gardens, FL 33410
(561) 471-7767
Fla. Bar. No.: 303860

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ARTICLE III

PURPOSE AND POWERS

The purpose of the Corporation is: (i) to establish and promote the formation of a group of Christian men from churches of all denominations formed to encourage and train men to live lives of prayer and purity and forgiveness and encouragement; and (ii) to establish, receive and manage funds to support the purposes of the Corporation. The Corporation is organized exclusively for nonprofitable purposes. The Corporation shall be permitted to perform all powers and acts allowed by the laws of the State of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide.

ARTICLE IV

PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Corporation is one which does not permit pecuniary gain or profit. No part of any net earnings shall inure to the benefit of any member, director or officer, and, as such, they will have no interest in or title to any of the property or assets of the Corporation. Nothing herein shall prohibit the Corporation from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation and for providing reasonable compensation for employees of the Corporation.

ARTICLE V

CAPITAL STOCK

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

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ARTICLE VI

MEMBERSHIP, QUALIFICATIONS AND ADMISSION

The qualification of members, the manner of their admission and voting of members shall be as follows:

A. Qualification. Any person (both natural and business entities) shall be eligible for membership who has a demonstrated interest in the purposes of the Corporation and who has satisfied such other membership requirements that are set, from time to time, by the Board of Directors.

B. Admission of Members. Admission of members shall be by the Board of Directors or persons authorized to admit members in the manner established by the Board of Directors, from time to time, and which may be established by the Board of Directors pursuant to the Bylaws. I

C. Number. There shall be no limit on the number of members of the Corporation.

ARTICLE VII

VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the Bylaws of the Corporation.

ARTICLE VIII

LIABILITY FOR DEBTS

Neither the members nor the officers or directors of the Corporation shall be liable for the debts of the Corporation.

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ARTICLE IX

BOARD OF DIRECTORS

This corporation shall have three (3) or more directors, who shall be elected in the manner of election shall be set forth in the Bylaws of the Corporation.

ARTICLE X

INCORPORATOR

The name and address of the subscriber and incorporator is as follows:

Richard G. Cherry
Cherry, Edgar & Smith, P.A.
8409 North Military Trail, Suite 123
Palm Beach Gardens, Florida 33410

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-for-Profit Corporation Act, as the same may be amended and supplemented, from and against any and all judgments, claims, expenses and liabilities incurred in a civil or criminal proceeding, or other matters referred to in, or covered by, said provisions, including, but not limited to, advancement of expenses prior to the final disposition of proceedings and amounts paid in settlement of proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit

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of the heirs, executors and administrators of such person, and an adjudication of liability shall not affect the right to indemnification of those indemnified.

ARTICLE XII DISSOLUTION

In the event of the dissolution or final liquidation of the Corporation, the property and assets of the Corporation remaining after payment of its debts shall be distributed, as permitted by a court having competent jurisdiction, to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or to the Federal, State or Local government for exclusively public purpose.

ARTICLE XIII BYLAWS

The Bylaws of this Corporation shall be made, altered, amended or rescinded at any regular or special meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE XIV AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting provided that such proposed amendment shall have been mailed to each Director at least twenty (20) days prior to the meeting.

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ARTICLE XV

INITIAL REGISTERED OFFICE AND AGENT

The registered office for the Corporation and the registered agent for the Corporation at that address are the following:

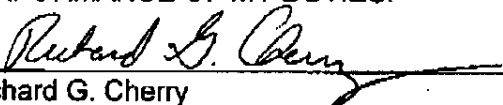
Richard G. Cherry
Cherry, Edgar & Smith, P.A.
8409 North Military Trail, Suite 123
Palm Beach Gardens, Florida 33410

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 23RD day of February, 2009


Richard G. Cherry

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR WINGMAN MINISTRIES, INC., AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.


Richard G. Cherry

Date: February 23, 2009

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