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01/15/10--01019--026 **8.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 JAN 15 P 12 08

FILED

01-08-1

COVER LETTER

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

SUBJECT: Relocation of non-profit organization from VT to FL
and change the name

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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Proceeding Word Ministries International, Incorporated
Name (printed or typed)

5872 Covington Cove Way
Address

Orlando, FL 32829
City, State & Zip

(h) 407-704-5132 (cell) 802-734-2496
Daytime Telephone Number

BishopREC@aol.com
E-mail address: (to be used for future annual report notification)

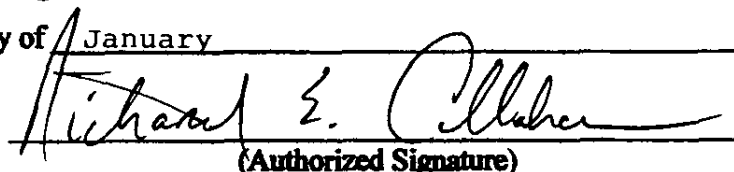
**NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION**

FILED
2010 JAN 15 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Richard E. Callahan, President
(Name) (Title)
of Proceeding Word Ministries, Incorporated a foreign Corporation
(Corporation Name)
in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was December 20, 1996.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was state of Vermont.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Proceeding Word Ministries, Incorporated.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is Proceeding Word Ministries International, Incorporated.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was State of Vermont.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am president, of Proceeding Word Ministries International Incorporated
and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done
so this the 8th day of January, 2010.


(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S. (Not for Profit)

FILED
2010 JAN 15 P 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

Proceeding Word Ministries International, Incorporated

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address shall be:

5872 Covington Cove Way, Orlando, FL 32829

ARTICLE III PURPOSE

The purpose for which the corporation is organized:

To operate exclusively for religious, charitable, educational and distinct ecclesiastical purposes within the meaning of 501c3 of the IRS. See Attachment A.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The Board of Trustees and Officers are elected each year in February by its membership to manage and oversee the ministry affairs. Each Trustee is affirmed annually.

ARTICLE V INITIAL DIRECTORS AND/ OR OFFICERS

The name(s) and address(es) and specific title(s):

Richard E. Callahan-5872 Covington Cove Way, Orlando, FL 32829 (Pres.)
Phyllis B. Callahan-5872 Covington Cove Way, Orlando, FL 32829 (V Pres./ Treasurer)
Christian Hafner-285 Westall Dr., Richmond, VT 05477 (Sec'y)

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Richard E. Callahan, 5872 Covington Cove Way, Orlando, FL 32829

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

Richard E. Callahan, 5872 Covington Cove Way, Orlando, FL 32829

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Richard E. Callahan
Signature/Registered Agent

1-8-2010
Date

Richard E. Callahan
Signature/Incorporator

1-8-2010
Date

Attachment A.

1. Said corporation is organized exclusively for charitable, religious, educational, and scientific 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 of 1986, or the corresponding section of any future federal tax code.
2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Articles 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the 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 the corresponding section of any future federal tax code.
3. Upon the dissolution of the 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 the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.