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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers FEB 22 2010

COVER LETTER

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

SUBJECT: Only By Grace Ministries, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Catherine S. Hester
Name (Printed or typed)

PO Box 12
Address

Panama City, Florida 32402
City, State & Zip

850-769-7714
Daytime Telephone number

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

NOTE: Please provide the original and one copy of the articles.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ONLY BY GRACE MINISTRIES, INC.
A FLORIDA NOT- FOR- PROFIT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation (the "Corporation"):

**Article I.
Name**

The name of the Corporation shall be Only By Grace Ministries, Inc. The principal address and the mailing address of the Corporation at the time of incorporation is 3792 Atlantis Drive, Panama City, Bay County, Florida, 32409.

**Article II.
Duration**

The duration of this Corporation is perpetual unless dissolved according to law. Corporate existence shall commence on the date these Articles of Incorporation are filed by the Department of State.

**Article III.
Purpose**

This Corporation is organized exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), including, but not limited to, the following purposes:

- To connect people to Jesus Christ through sharing His message of love and grace;
- To develop their knowledge of His life-changing power; and
- To equip them for their life mission in His Kingdom.

Our beliefs are:

- God's purpose is that we have Eternal Life;
- Our need is to understand our problem;
- God's provision is Jesus Christ;
- Our response is to receive Jesus Christ.

This Corporation shall have and exercise all powers conferred on not-for-profit corporations under the laws of the State of Florida generally, and specifically as provided in the Florida Not for Profit Corporation Act; provided, however, that this Corporation has no power to

engage in any activity that in itself is not in furtherance of its purposes as set forth in this Article III.

Article IV.
Qualifications and Admission of Members

The authorized number, qualifications, and manner of admission of members of this Corporation, the different classes of membership, if any, the voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection, and the termination and transfer of membership shall be as set forth in the Bylaws of this Corporation.

Article V.
Basis Under Which Corporation Organized

The Corporation is a not-for-profit corporation as defined by the Florida Not for Profit Corporation Act. As such, it is not organized for the pecuniary gain or profit of, and none of the net earnings nor any part thereof is distributable to, its members, trustees, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act. No substantial part of the activities of the Corporation shall be for the carrying on of a program of propaganda or for influencing legislation. The Corporation shall not participate in 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 activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or an organization to which contributions are deductible under Section 170(c)(2) of the Code.

Article VI.
Registered Office and Registered Agent

The street address of the Corporation's initial registered office is 3792 Atlantis Drive, Panama City, Bay County, Florida, 32409, and the name of the Corporation's initial registered agent at that address is Jerry Register, Jr.

Article VII.
Management of Corporate Affairs

Board of Trustees. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a board of trustees (the "Board of Trustees" or the "Board"). The initial Board shall consist of three (3) trustees. The number of trustees may be changed by resolution of the Board in accordance with the provisions of the Bylaws.

Election of Trustees. The method of electing trustees shall be as set forth in the Bylaws.

Officers. The officers of this Corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the Board of

Trustees. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the Bylaws.

Committees. This Corporation may have committees. The Board of Trustees will elect annually committees it deems advisable, if any. The powers and duties of these committees shall be as specified in the Bylaws.

Advisors. The Bylaws of the Corporation may provide for the appointment of advisors to the Board of Trustees. Advisors shall be non-voting and shall not be considered trustees.

Article VIII.
First Board of Trustees

The following four (4) persons shall serve the Corporation as trustees until the first annual meeting or other meeting called to elect trustees, or until such time as his or her successor is duly elected and qualified:

| <u>Name</u> | <u>Address</u> |
|---------------------|---|
| Jerry Register, Jr. | 3792 Atlantis Drive, Panama City, Florida 32409 |
| Jerry Register, Sr. | 3792 Atlantis Drive, Panama City, Florida 32409 |
| April McPherson | 3792 Atlantis Drive, Panama City, Florida 32409 |

Article IX.
First Officers

The following persons shall serve the Corporation as officers until the first annual meeting or other meeting called to elect officers, or until such time as his or her successor is duly elected and qualified:

| <u>Name and Office</u> | <u>Address</u> |
|--|--|
| President – Jerry Register, Jr. | 3792 Atlantis Drive, Panama City, Florida 32409 |
| Vice President – Jerry Register, Sr. | 3792 Atlantis Drive, Panama City, Florida 32409 |
| Secretary, Treasurer – April McPherson | 3792 Atlantis Drive, Panama City, Florida 32409 |

Article IX.
Bylaws

Bylaws will be adopted at the first meeting of the Board of Trustees. The Bylaws may be amended, repealed, in whole or in part by the Board of Trustees in the manner provided in the Bylaws.

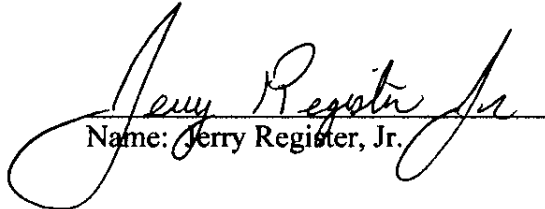
Article X.
Amendment of Articles

The Board of Trustees may amend, alter or repeal any provision of these Articles of Incorporation. Such amendment shall be proposed by any voting trustee of the Board, and such proposal shall be adopted by the affirmative vote of two-thirds (2/3) of the total Board at a meeting called for such purpose. If all of the voting members of the Board sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of a meeting.

Article XI.
Distribution on Dissolution

The Corporation may be dissolved at any time by the act of the Board of Trustees. Upon dissolution of the Corporation, all its assets remaining after the payment of all costs and expense of dissolution, and after adequate provision has been made for the discharge or assumption of its liabilities, shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Code and used exclusively for a public purpose, and none of the assets will be distributed upon such dissolution to any officer, trustee or any other private person.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on Feb 16, 2010.


Name: Jerry Register, Jr.

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 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.



Signature of Registered Agent

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TALLAHASSEE, FLORIDA