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FLORIDA PROFIT/NON PROFIT CORPORATION
COMPASS - FINANCES GOD'S WAY FLORIDA, INC.

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October 19, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SMITH HULSEY BUSEY

SUBJECT: COMPASS - FINANCES GOD'S WAY FLORIDA, INC.
REF: W10000049057

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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is N090000009127 (COMPASS - FINANCES GOD'S WAY, INC.).

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

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.)

An effective date may be added to the Articles of Incorporation if a 2011 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch

FAX Aud. # H10000227918
P.O BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
COMPASS - FINANCES GOD'S WAY MINISTRIES OF FLORIDA, INC.
A FLORIDA NONPROFIT CORPORATION**

NAME OF CORPORATION

The name of this Corporation shall be COMPASS -- FINANCES GOD'S WAY MINISTRIES OF FLORIDA, INC.

MAILING ADDRESS OF CORPORATION AND ADDRESS OF PRINCIPAL OFFICE

The mailing address of this corporation is 5215 River Park Villas Drive, Saint Augustine, FL 32092. The physical address of the principal office of this corporation is 5215 River Park Villas Drive, Saint Augustine, FL 32092.

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be TrustWell Financial Advisors, 8825 Perimeter Park Blvd., Suite 304, Jacksonville, FL 32216 and the name of the initial registered agent for this corporation is Gary Williams.

PURPOSES

Section 1. The specific and primary purposes for which this corporation is formed are: (i) teaching people the Gospel of Jesus Christ and God's way of handling money as revealed in the Bible, and (ii) assisting other charitable organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), or the corresponding provisions of any future tax laws; (iii) seeking support by soliciting, receiving and administering gifts and bequests of funds and property, both restricted and unrestricted, for charitable purposes; and taking and holding, absolutely or in trust, for any of such purposes funds and property of every kind, real, personal, tangible and intangible, subject only to any limitations and conditions imposed by law or by the instrument under which received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the proceeds of and earnings from such property in accordance with investment policies established from time to time by the corporation's Board of Directors; and (iv) exercising any, all and every power, including trust powers, which a corporation not for profit created under the laws of the State of Florida can be authorized to exercise.

Section 2. The general purposes for which this corporation is organized are exclusively charitable purposes within the meaning of the Code or the corresponding provisions of any future federal tax laws.

Section 3. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

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Section 4. In the event this corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

(a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws. (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.

(c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.

(d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.

(e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

NO MEMBERSHIP

The corporation shall not have any members.

BOARD OF DIRECTORS

Section 1. Except for the initial Board of Directors of the Corporation, whose names are set forth in Section 2, below, the Board of Directors shall be as determined and fixed by the bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors.

Section 2. The names and addresses of the initial Board of Directors of the Corporation are as follows:

Name of Director

Mailing Address

Michael Baxter

95235 Mackinas Circle
Fernandina Beach, FL 32034

Bennett Brown

c/o American Enterprise Bank
10611 Deerwood Park Boulevard
Jacksonville, FL 32256

David F. Eure, Jr.

c/o Lighthouse Christian School
1542 Kingsley Avenue, Suite 143
Orange Park, FL 32073

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Stephen D. Moore, Jr.

c/o Smith Hulsey & Busey
225 Water Street, Suite 1800
Jacksonville, FL 32202

James H. Whorton

5215 River Park Villas Drive
Saint Augustine, FL 32092

Gary Williams

c/o TrustWell Financial Advisors
8825 Perimeter Park Blvd., Suite 304
Jacksonville, FL 32216

DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer or director of the corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to Compass - Finances God's Way, Inc. a Florida corporation, or its successor; provided it is described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws; provided further, that if it is not described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, such assets shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.


INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is James H. Whorton, 5215 River Park Villas Drive, Saint Augustine, Florida 32092.

INDEMNIFICATION

Directors, officers, employees and agents of the Corporation shall be indemnified to the full extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of October, 2010.

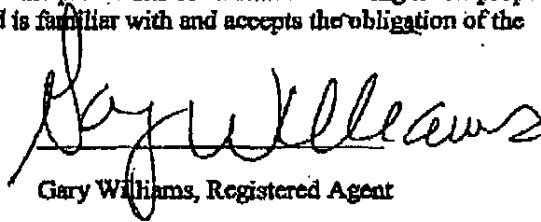

James H. Whorton, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of COMPASS FINANCES GOD'S WAY MINISTRIES OF FLORIDA, INC. and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligation of the position as registered agent.



Gary Williams, Registered Agent

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