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FLORIDA PROFIT/NON PROFIT CORPORATION

Compass - Catholic Ministries, Inc.

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**ARTICLES OF INCORPORATION
OF
COMPASS – CATHOLIC MINISTRIES, INC.
A FLORIDA NONPROFIT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME OF CORPORATION

The name of this Corporation shall be: COMPASS – CATHOLIC MINISTRIES, INC.

MAILING ADDRESS OF CORPORATION AND ADDRESS OF PRINCIPAL OFFICE

The mailing address of this corporation is 5840 Red Bug Lake Rd. #590, Winter Springs, FL 32708. The physical address of the principal office of this corporation is 142 Peregrine Court, Winter Springs, FL 32708.

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 142 Peregrine Court, Winter Springs, FL 32708 and the name of the initial registered agent for this corporation is Jon A. Bean.

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.

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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.

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	Address
Jon and Evelyn Bean	142 Peregrine Court, Winter Springs, FL 32708
Steve and Audrey Hoyas	841 Leopard Trail, Winter Springs, FL 32708
Bill and Carol Ford	101 Seville Chase Dr., Winter Springs, FL 32708

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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 Jon A. Bean, 142 Peregrine Court, Winter Springs, FL 32708.

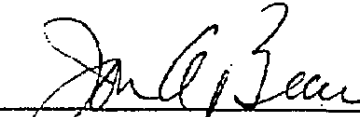
INDEMNIFICATION

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

HAVING BEEN NAMED as registered agent 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.


Jon A. Bean, Registered Agent

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation this 20th day of October, 2010.


Jon A. Bean, Incorporator

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