

PS 1/2/11

Stephen F. Baker

ATTORNEY AT LAW
800 FIRST STREET SOUTH
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OUR FILE NO:

December 23, 2010

REGISTRATION DEPARTMENT
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FL 32314

RE: NEW HEART MINISTRIES INTERNATIONAL, INC.

Dear Sirs:

Please find enclosed to be filed an original and one (1) copy of the Articles of Incorporation regarding the above-styled corporation.

Also enclosed is our check in the sum of \$78.75 which represents your filing fee.

Thank you for your cooperation and assistance in this matter.

Cordially yours,



STEPHEN F. BAKER

SFB/cmh
Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 30, 2010

STEPHEN F. BAKER, ESQ
800 FIRST STREET SOUTH
WINTER HAVEN, FL 33880-3666

SUBJECT: NEW HEART MINISTRIES INTERNATIONAL, INC.
Ref. Number: W10000059949

We have received your document for NEW HEART MINISTRIES INTERNATIONAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6901.

Pamela Smith
Regulatory Specialist II
New Filing Section

Letter Number: 510A00030233

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 JAN 19 AM 6:35

RECEIVED

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

NEW HEART MINISTRIES INTERNATIONAL, INC.

FILED

11 JAN 19 PM 3:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, by the execution of these Articles, forms and establishes a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be **NEW HEART MINISTRIES INTERNATIONAL, INC.**

ARTICLE II

PURPOSE

The purpose of the corporation is to organize and support missions in various countries both abroad and in the United States. The intention is to assist national ministries in these countries and encourage, train, develop and teach Bible classes and help in different ways, including bringing in short term mission teams to aid the work. This corporation is organized exclusively for charitable, religious and educational 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, or corresponding section of any future federal tax code.

ARTICLE III

MEMBERSHIP

Membership in the corporation shall be open only to those individuals who are approved by the Board of Directors. The manner of members' admission shall be regulated by the By-Laws.

ARTICLE IV

DIRECTORS

4.1 The affairs of the corporation will be managed by a Board of Directors consisting of the number of directors determined by the By-Laws, but not less than five (5) directors and, in the absence of such determination, shall consist of the five (5)

directors. Additional directors may be elected upon 100% approval by the Board of Directors.

4.2 A director may be removed by a vote of no less than two-thirds of the Board of Directors.

4.3 The terms of the Board of Directors shall be a period of one year.

4.4 The names and addresses of the members of the first Board of Directors who shall hold office until his successors are elected and have qualified, or until removed, are as follows:

DR. LEW DAVIS	1835 OVERLOOK DRIVE, SE Winter Haven, FL 33884
MARIESA L. DAVIS	1835 OVERLOOK DRIVE, SE Winter Haven, FL 33884
LARALYN RIVERWIND	1835 OVERLOOK DRIVE, SE Winter Haven, FL 33884
KIMBERLY SMITH	1835 OVERLOOK DRIVE, SE Winter Haven, FL 33884
ALESIA HURLEY	1835 OVERLOOK DRIVE, SE Winter Haven, FL 33884

ARTICLE V

INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party or in which he or she may become involved by reason of being or having been a director or officer and is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director officer may be entitled.

ARTICLE VI

BY-LAWS

The first By-Laws of the corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE VII

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

7.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

7.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the corporation. Directors not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than 66-2/3% of the Board of Directors.

7.3 A copy of each amendment shall be certified by the Secretary of State and filed with the Secretary of State of the State of Florida.

ARTICLE VIII

TERM

The term of the corporation shall be perpetual.

ARTICLE IX

EARNINGS AND ACTIVITIES

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 Article II 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 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 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 corresponding section of any future federal tax code.

ARTICLE X

DISSOLUTION

Upon 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 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.

ARTICLE XI

None of the income, principal or assets of any kind shall be paid, used or distributed to any political campaign fund or for any political purpose.


ARTICLE XII

SUBSCRIBERS

The incorporator to these Articles of Incorporation shall be:

Jason Hughes

IN WITNESS WHEREOF, the incorporator has affixed his signature this 23rd day of December, 2010.



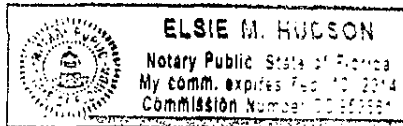
JASON HUGHES

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, on this 23rd
day of December, 2010, personally appeared JASON HUGHES, to me
known to be the incorporator described in the foregoing Articles of
Incorporation of NEW HEART MINISTRIES INTERNATIONAL, INC., and
acknowledged the same, and after being by me first duly cautioned
and sworn, upon his oath, deposes and says that it is intended in
good faith to carry out the purposes and objects set forth herein.

S E A L

Elsie M. Hudson
NOTARY PUBLIC



STATE OF FLORIDA
OFFICE OF THE SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

In pursuant of Chapter 47.34, Florida Statutes, the following is submitted in compliance with said Act:

That NEW HEART MINISTRIES INTERNATIONAL, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at 1835 Overlook Drive, S., E., Winter Haven, FL 33884, and its registered office address at 1835 Overlook Dr., SE Winter Haven, FL 33884, has named JASON HUGHES as its agent to accept service of process within this State.

OFFICERS

ADDRESS

President: DR. LEW DAVIS

1835 OVERLOOK DRIVE, SE
Winter Haven, FL 33884

Vice President & Secretary
MARIESA L. DAVIS

1835 OVERLOOK DRIVE, SE
Winter Haven, FL 33884

DIRECTORS

ADDRESS

DR. LEW DAVIS

1835 OVERLOOK DRIVE, SE
Winter Haven, FL 33884

MARIESA L. DAVIS

1835 OVERLOOK DRIVE, SE
Winter Haven, FL 33884

LARALYN RIVERWIND

1835 OVERLOOK DRIVE, SE
Winter Haven, FL 33884

KIMBERLY SMITH

1835 OVERLOOK DRIVE, SE
Winter Haven, FL 33884

ALESIA HURLEY

1835 OVERLOOK DRIVE, SE
Winter Haven, FL 33884

NEW HEART MINISTRIES INTERNATIONAL, INC.

BY:


JASON HUGHES - Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act to keep open said office.



JASON HUGHES, Registered Agent

FILED
11 JAN 19 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA