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(Business Entity Name)

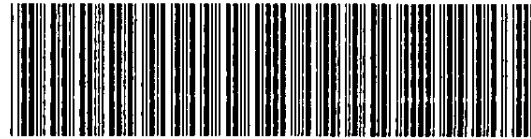
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DIVISION OF CORPORATIONS  
2011 APR 20 PM 12:41

gf 4/21/11

# The Law Office of Eric V. Hires, LLC

2739 Taylor Avenue, Orlando, Florida 32806  
[www.HiresLegal.com](http://www.HiresLegal.com)  
Tax ID: 30-0477795

**Eric V. Hires, Attorney at Law**  
Certified NFLPA Contract Advisor  
[Eric@HiresLegal.com](mailto:Eric@HiresLegal.com)

**Michelle Barreto**  
Legal Assistant/Asistente Legal  
[Michelle@HiresLegal.com](mailto:Michelle@HiresLegal.com)

**Please direct all mail to:**  
Post Office Box 568943  
Orlando, FL 32856-8943

Telephone: 407.841.1902  
Facsimile: 407.841.1906  
Toll Free: 866.934.ERIC

March 25, 2011

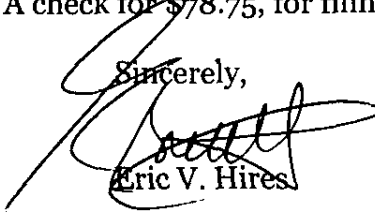
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: FaithWorld Center of Port St. Lucie, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and Certificate of Registered Agent. A check for \$78.75, for filing fees is also enclosed.

Sincerely,

  
Eric V. Hires

EVH/tbm  
Enclosures  
118852

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DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 12, 2011

ERIC V. HIRES, ESQUIRE  
POST OFFICE BOX 568943  
ORLANDO, FL 32856-8943

SUBJECT: FAITHWORLD CENTER OF PORT ST. LUCIE, INC.  
Ref. Number: W11000018067

We have received your document for FAITHWORLD CENTER OF PORT ST. LUCIE, 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):

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 211A00008908

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 30, 2011

ERIC V. HIRES, ESQUIRE  
POST OFFICE BOX 568943  
ORLANDO, FL 32856-8943

SUBJECT: FAITHWORLD CENTER OF PORT ST. LUCIE, INC.  
Ref. Number: W11000018067

We have received your document for FAITHWORLD CENTER OF PORT ST. LUCIE, 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 effective date is not acceptable since it is not within five working days of the date of receipt.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 411A00007742

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**ARTICLES OF INCORPORATION OF**

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DIVISION OF CORPORATIONS

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**FAITHWORLD CENTER OF PORT ST. LUCIE, INC.**

The under signed, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation. FaithWorld Center of Port St. Lucie, Inc.(the "Corporation"), hereby adopts the following Articles of Incorporation for such Corporation pursuant to the provision of the Florida Not For Profit Corporation Act (the "Act").

**ARTICLE I: NAME**

The name of this corporation shall be **FaithWorld Center of Port St. Lucie, Inc.**

**ARTICLE II: NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Act and shall have all the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986").

**ARTICLE III: DURATION OF BUSINESS**

The term of existence shall begin April 15, 2011, and shall be perpetual.

**ARTICLE IV: PURPOSE AND LIMITATIONS**

The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. More particularly, the purposes of the corporation are:

- (a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate formation, of a church, ministry, charity, school or eleemosynary institution, without limitation.
- (b) To ordain, employ and discharge ordained ministers of the Gospel, and other, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere.

- © To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.
- (d) To make disburse to organizations that qualify as exempt organizations under Section 501(c)(3), of the Internal Revenue Code of 1986, as amended.
- (e) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income of principal thereof for, and to devote the same to, the foregoing purposes of the Corporation, and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3), of the Internal Revenue Code, as it now exists or as it may hereafter be amended.

4.02 Limitations. In order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists, or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) No part of the new earnings of the Corporation shall inappropriately benefit or be distributable to its incorporators, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3), of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or; (ii) a corporation, contributions to which are deductible under Section 170(c)(2), of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Corporation is any on year a "private foundation" as defined by Section 509(a), of the Internal Revenue Code 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4942(d), of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4942©, of the Internal Revenue Code

of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iii) making any 4944 of the Internal Revenue code of 1986, as amended, or corresponding provision of any subsequent federal tax laws; or (iv) making a taxable expenditure as defined in Section 4945(d), of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent feral tax laws.

© The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable or education purposes, or if the gift or grant would require serving a private as opposed to public interest.

(d) Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the liabilities Of the corporation to any organization designated by the Board of Directors of the Corporation which is of like faith and order and is exempt from taxes under Internal Revenue Code 501(c)(3), (or the corresponding provision of any future tax law of the United States).

## **ARTICLE V: POWERS**

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

## **ARTICLE VI ADDRESS**

The principal office of this corporation shall be located in Port St. Lucie, County of St. Lucie, State of Florida, and the post office address of said principal office of the corporation shall be 5555 N.W. James Drive, Port St. Lucie, Florida 34983.

## **ARTICLE VII: REGISTERED AGENT**

The name of the Registered Agent of is Eric V. Hires. The street address of the Registered Office is 2739 Taylor Avenue, Orlando, Florida 32806.

## **ARTICLE VIII: DIRECTORS**

Plenary power to manage and govern the affairs of the Corporation is vested in the Board of Directors of the Corporation. The qualifications, manner of selection, duties, terms, and other matters relating the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors shall consist of the Senior pastor and, until changed by amendment of these Articles of Incorporation or Bylaws duly adopted by the Church, such number of additional members as may, from time to time, be nominated and elected pursuant to the Bylaws. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than three (3). Directors need not be residents of Florida. The names and post office addresses of the members of the first Board of Directors shall hold office for the first year of the corporation's existence or until their successor(s) are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
President-Clint S. Brown	7601 Forrest City Road Orlando, FL 32810
Director-Randy Brown	378 Raccoon Street Lake Mary, FL 32746
Vice Pres -Douglas Shackelford	11209 Veranda Court Bradenton, FL 34209
Secretary-Douglas Hayes	4754 Atwood Drive Orlando, FL 32828
Treasurer-Jeffrey Poole	202 River Oak Court Kathleen, GA 31047

## **ARTICLE IX: LIMITATION ON LIABILITY OF DIRECTORS**

A Director is not liable to the Corporation or members for monetary damages for an act or omission in the Director's capacity as a Director, except to the extent otherwise provided by a statute of the State of Florida.

## **ARTICLE X: INCORPORATORS**

The names and street addresses of the Incorporators of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Eric V. Hires	2739 Taylor Avenue Orlando, FL 32806

## **ARTICLE XII: INDEMNIFICATION**

To the extent provided in the Bylaws, the Corporation may indemnify a person who was, is, or threatened to be made a named defendant or respondent in litigation or other proceedings because the person is, or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification.

## **ARTICLE XIII: AMENDMENT OR ACTION BY WRITTEN CONSENT**

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred herein are granted subject to reservation.

Action may be taken by use of signed written consents by the number of members, directors,



or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation's registered office, registered agent principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceeding are recorded. If the delivery is made to Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

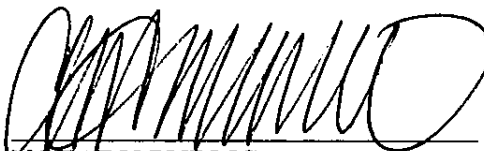
**IN WITNESS WHEREOF**, the undersigned, as the incorporators of the above named corporation, does hereby subscribe, acknowledge and file in the office of the Secretary of State for the State of Florida this 15 day of April, 2011.

  
Eric V. Hires

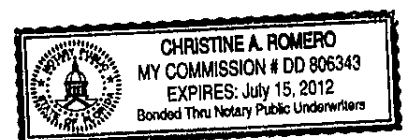
**STATE OF FLORIDA  
COUNTY OF ORANGE**

**BEFORE ME**, personally appeared Eric V. Hires, who is personally known by me and who executed the foregoing Articles of Incorporation for FaithWorld Center of Port St. Lucie, Inc., and who acknowledged to and before me that he executed said instrument for the purpose therein expressed.

**WITNESS** my hand and official seal, this 15 day of April, 2011, in the aforesaid county and state.

  
NOTARY PUBLIC

My commission expires:



SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT**

*CERTIFICATE OF REGISTERED AGENT*

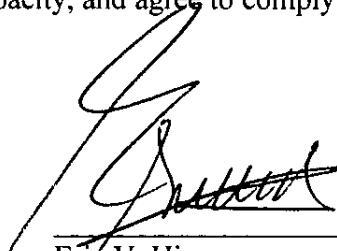
*OF*

**FAITHWORLD CENTER OF PORT ST. LUCIE, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, FaithWorld Center of Port St. Lucie, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 5555 N.W. James Drive, St. Lucie, Florida 34983, has named Eric V. Hires, Esquire, located at 2739 Taylor Avenue, Orlando, FL 32806, as its Registered Agent to accept service of process within this state.

*ACKNOWLEDGMENT*

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Eric V. Hires