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11/8/11

COVER LETTER

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

SUBJECT:

GRACE-SPRINGS INTERNATIONAL EMPOWERMENT MINISTRIES, INC.

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

\$78.75 for Filing Fee & Certified Copy

ADDITIONAL COPY REQUIRED

FROM:

Name: Sidney A. Bain

Address: 602 Ponderosa Dr. W.

City, State & Zip: Lakeland, FL 33810

Daytime Telephone number: 863.688.5519

E-mail address: SBain1@tampabay.rr.com

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

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ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

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ARTICLE I
NAME

The name of the corporation shall be:

Grace-Springs International Empowerment Ministries, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

602 Ponderosa Drive West, Lakeland, Florida 33810

ARTICLE III
DURATION

The corporation is organized pursuant to the provisions of the State of Florida Nonprofit Corporation Act. The corporation is a public benefit corporation and a religious corporation. The corporation has a perpetual duration.

ARTICLE IV
PURPOSE

The purpose for which the corporation is organized and operated are exclusively religious, charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States internal revenue law. The corporation's religious, charitable and educational goals shall be met by its commitment to serve as a faith-based ministry. Such commitment shall be fulfilled additionally by doing whatever is legal under Florida law as pertaining to Not-for-Profit corporations.

ARTICLE V
MANNER OF ELECTION

Section 1: The corporation shall have no members, and shall be governed exclusively by its Board of Directors. The manner in which the directors of the corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the corporation.

Section 2: The powers and business affairs of the corporation shall be exercised and managed by or under the authority or direction of the corporation's Board of Directors. The number of directors may be increased or decreased from time to time by a majority of the directors, but at no time shall there be fewer than three (3) directors of the corporation.

ARTICLE VI
INITIAL DIRECTORS

The names, addresses and titles of the initial Board of Directors and officers of the corporation are:

Sidney A. Bain
602 Ponderosa Dr. W.
Lakeland, FL 33810
President

Flora J. Wright
930 E. Tee Cr.
Bartow, FL 33830
Vice President

Ruthmae Bain
602 Ponderosa Dr. W.
Lakeland, FL 33810
Secretary

Sherwood Davis
140 Alexander Estates Dr.
Auburndale, FL 33823
Treasurer

Shala M. Wilcox
5830 Sundown Cr. #412
Orlando, FL 32822
Director

ARTICLE VII
INITIAL REGISTERED AGENT

The name and Florida street address of the registered agent is:

Sidney A. Bain
602 Ponderosa Dr. W.
Lakeland, FL 33810

ARTICLE VIII
INDEMNIFICATION

The corporation may indemnify a person who was, is or is 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 of the Florida Nonprofit Corporation Act governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the corporation to indemnify directors, officers or other persons related to the corporation.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is:

Sidney A. Bain
602 Ponderosa Dr. W.
Lakeland, FL 33810

ARTICLE X
ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consent by the number of directors or committee members whose vote would be necessary to take action at a meeting at which all persons entitled to vote were 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 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 nonprofit corporation within sixty (60) days after the date of the earliest dated consent delivered to the nonprofit corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the 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 proceedings are recorded. If the delivery is made to the corporation's principal place of business, the consent must be addressed to the President or principal executive officer of the corporation.

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.

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

ARTICLE XI

POLICY OF NONDISCRIMINATION

No person on the grounds of race, color, sex or national and ethnic origin shall be excluded from any activity established by the corporation or by the corporation in connection with its various ministries or activities, nor shall any person on such grounds be excluded from participation in, or be denied the benefits of, or otherwise subjected to discrimination under, any program or activity of the corporation.

ARTICLE XII

DISSOLUTION

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business,

property and assets of the corporation shall go and be distributed to a nonprofit corporation qualifying as an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statutes thereof, as an organization qualifying as a public charity under the provisions of Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the directors of the corporation may select and designate; and in no event shall any of the said assets or property, in the event of dissolution thereof, go or be distributed or contributed by such directors, for any other such purpose.

Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Having been named as registered agent to accept services 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.



Sidney A. Bain/Registered Agent

10/24/2011
Date



Sidney A. Bain/Incorporator

10/24/2011
Date

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