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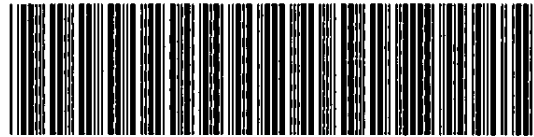
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MD 365

COVER LETTER

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

SUBJECT: LEADWELL MINISTRIES, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

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

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Brett A. Morey

Name (Printed or typed)

120 Cayman ST NE

Address

Lake Placid, FL 33852

City, State & Zip

863-441-2390

Daytime Telephone number

brett@bmorey.com

E-mail address: (to be used for future annual report notification)

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

LeadWell Ministries, Inc.

A Florida Non-profit Public Benefit Corporation

**ARTICLES OF
INCORPORATION**

**ARTICLE I
NAME**

1.01 Name

The name of this corporation shall be **LeadWell Ministries, Inc.**

**ARTICLE II
DURATION**

2.01 Duration

The period of duration of the corporation is perpetual.

**ARTICLE III
PURPOSE**

3.01 Purpose

LeadWell Ministries, Inc. is a non-profit corporation and shall operate exclusively for the advancement of religion and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

3.02 Public Benefit

LeadWell Ministries, Inc. is designated as a public benefit corporation.

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CLERK OF DISTRICT COURT
HALL COUNTY, FLORIDA

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

LeadWell Ministries, Inc. is organized exclusively for the advancement of religion and charitable 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. No part of the net earnings of LeadWell Ministries, Inc. 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

LeadWell Ministries, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of LeadWell Ministries, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the LeadWell Ministries, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the LeadWell Ministries, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the LeadWell Ministries, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the LeadWell Ministries,

Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

LeadWell Ministries, Inc. shall be governed by its board of directors.

5.02 Manner of Election

The manner in which the directors are elected and appointed is as provided for in the Bylaws.

5.03 Initial Directors

The initial directors of the corporation shall be:

Title: President, Director
Morey, Brett A.
120 Cayman St NE
Lake Placid, FL 33852

Title: Secretary, Director
Morey, Amanda R.
120 Cayman St NE
Lake Placid, FL 33852

Title: Treasurer, Director
Von Merveldt, Paul
119 E. Royal Palm St.
Lake Placid, FL 33852

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ARTICLE VI
MEMBERSHIP**6.01 Membership**

LeadWell Ministries, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII
AMENDMENTS**7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Principle Office

The principle street address of the corporation is:

120 Cayman St. NE
Lake Placid, FL 33852

The principle mailing address of the corporation is:

120 Cayman St. NE
Lake Placid, FL 33852

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Brett A. Morey
120 Cayman St. NE
Lake Placid, FL 33852

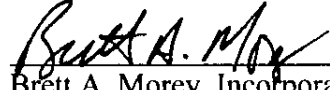
ARTICLE X
INCORPORATOR

The incorporator of the corporation is:

Brett A. Morey
120 Cayman St. NE
Lake Placid, FL 33852

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.


Brett A. Morey, Incorporator

Date: 3/21/14

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STATE OF FLORIDA
TALLAHASSEE

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

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.


Brett A. Morey, Registered Agent

Date: 3/21/14