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**FLORIDA PROFIT/NON PROFIT CORPORATION
EPHESIANS 4:28 MINISTRIES, INC.**

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**ARTICLES OF INCORPORATION
OF
EPHESIANS 4:28 MINISTRIES, INC.**

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ARTICLE I - NAME

The name of this Corporation is Ephesians 4:28 Ministries, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for all lawful purposes permitted to be carried out by a corporation not-for profit, limited however to such purposes as are permitted by an organization recognized as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as explained in the relevant Treasury Regulations ("Internal Revenue Code"). The purposes of the Corporation shall include, but shall not be limited to, the following lawful purposes:

1. General purpose and mission: The general purpose of the Corporation is the charitable purpose of assisting those who have lived troubled lives, including, but not limited to, children who reside in troubled homes, victims of child abuse, those in jail or prison, and those transitioning out of prison.
2. In furtherance of the mission, the Corporation anticipates that, as resources become available, it will:

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- A. Provide a home for children that are not successfully managing their home and school environment.
 - B. Create a project to assist victims of child abuse, including a safe place to stay and appropriate counseling.
 - C. Create ministries in youth detention centers, in jails, and in prisons, including providing church services, classes, and a victim awareness workshop.
 - D. Create a class structure to assist inmates, especially long-term inmates, to transition into society when they leave prison.
 - E. Provide a facility with meeting rooms, with computer stations available for persons who have struggled with alcoholism, drug addiction, and other difficulties including, but not limited to, persons transitioning from prison and re-entering society, with a canteen, and with positive influence resources available for use by the Corporation and by other non-profit organizations.
 - F. Prepare positive societal messages on greeting cards, t-shirts, and other places where they may be seen.
 - G. Operate small businesses for the primary purpose of training persons to learn and maintain the skills necessary to obtain and maintain employment successfully, with any net receipts from such small businesses to be used to further the other programs of the Corporation.
 - H. Purchase, lease, operate, maintain, pledge, mortgage, convey, and maintain real property in furtherance of the Corporation's other lawful purposes.
 - I. Create an endowment to fund the Corporation's other lawful purposes.
3. The foregoing purposes are subject to the general limitation that the purposes for

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which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

4. No substantial part of the activities of the Corporation shall involve the attempt to influence legislation. The Board of Directors of the Corporation may, from time to time, choose to elect coverage under, and compliance with, the requirements of Section 501(h) of the Internal Revenue Code, in the manner and at the time provided in such Section.

5. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

6. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code. The Corporation shall not make any taxable expenditures as defined in

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Section 4945(d) of the Internal Revenue Code.

7. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this Corporation is 644 Southeast Fourth Avenue, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this Corporation at that address is E. Scott Golden. The principal office and the mailing address of the Corporation is 2320 N. 19th Avenue, #7, Hollywood, Florida 33020.

ARTICLE V - CAPITAL STOCK

This Corporation shall be a non-stock, not-for-profit corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but never shall be less than three.

The name and address of each of the initial directors of this Corporation are:

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John W. Eddings
2320 N. 19th Avenue, Unit #7
Hollywood, FL 33020

Latasha Hollins
4415 N. Clark, #1
Fresno, CA 93726

Michael Wolff
12414 E Kansas Place
Aurora, CO 80012

Allen Shepard
6344 Big Kahuna Court
Ruskin, FL 33570

ARTICLE VII - ELECTION OF BOARD OF DIRECTORS

The members of the Board of Directors shall be elected annually by majority vote at a meeting of the Board of Directors to be held no later than February 15 of each year. Each person elected to the Board of Directors shall take office immediately upon election and shall remain in office until his death, his resignation, or another person is elected by the Board of Directors to succeed such person. A member of the Board of Directors may also be removed for cause, as determined by majority vote of the remaining members of the Board (excluding the Board member being considered for removal).

ARTICLE VIII - MEMBERS

The Corporation shall not have members.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

E. SCOTT GOLDEN
644 Southeast Fourth Avenue
Fort Lauderdale, Florida 33301

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ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, inconsistent with Florida law or as permitted by the Bylaws.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6 day of February, 2017.



E. SCOTT GOLDEN

I submit this document and affirm that the facts stated in it are true. I am aware that any false information submitted to the Department of State constitutes a third degree felony as provided in Section 817.155, Florida Statutes.

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CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED, AND ACCEPTING DESIGNATION AS REGISTERED AGENT

This Certificate is submitted pursuant to Section 48.091 and 617.0501, *Florida Statutes*, as follows:

Ephesians 4:28 Ministries, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in its Articles of Incorporation, in the City of Fort Lauderdale, County of Broward, State of Florida, has named E. Scott Golden, of 644 Southeast Fourth Avenue, Fort Lauderdale, Florida 33301, as its agent to receive service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent to accept service of process for the above-named Corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.



E. SCOTT GOLDEN

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