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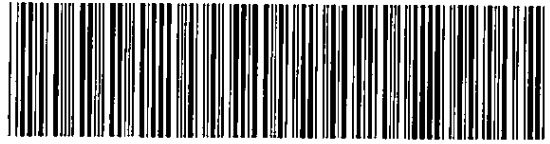
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**COVER LETTER**

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

**SUBJECT:** WILLIAM MCDOWELL MINISTRIES INCORPORATED  
(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:** STACY BLANCHARD  
Name (Printed or typed)  
611 S. MAIN STREET, SUITE 500  
Address  
GRAPEVINE, TX 76051  
City, State & Zip  
(817)484-0214  
Daytime Telephone number  
stacy@thechurchlawyers.com  
E-mail address: (to be used for future annual report notification)

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

**WILLIAM MCDOWELL MINISTRIES INCORPORATED**  
**Articles of Incorporation**

William McDowell Ministries Incorporated (the "Ministry") hereby adopts the following Articles of Incorporation for such Ministry pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended (the "Act").

**ARTICLE 1**  
**NAME AND PRINCIPAL OFFICE**

The name of the Ministry is William McDowell Ministries Incorporated. The current principal office of the Ministry in the State of Florida shall be located at 4400 S. Orange Ave., Orlando, Florida 32806.

**ARTICLE 2**  
**NONPROFIT CORPORATION**

The Ministry is a religious nonprofit corporation organized under the Act and shall have all the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Ministry 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 subsequently applicable United States federal law or laws (the "Internal Revenue Code of 1986").

**ARTICLE 3**  
**DURATION**

The period of the Ministry's duration is perpetual, notwithstanding subsequent action by the Board of Directors of the Ministry.

**ARTICLE 4**  
**BENEFICIARY ORGANIZATION AND INTEGRATED AUXILIARY**

The beneficiary organization of this Ministry is Deeper Fellowship Ministries International Incorporated (the "Church"), a Florida religious nonprofit corporation. The Ministry shares common religious doctrines, principles, disciplines, and practices with the Church, its beneficiary organization, and with which it is affiliated as an integrated auxiliary.

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**ARTICLE 5  
PURPOSES**

The Ministry is formed for any lawful purpose or purposes not expressly prohibited under the Act. The Ministry 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. Notwithstanding the foregoing, the Ministry's purposes also include the limited participation of the Ministry in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Ministry are to:

(a) Consistent with the Ministry's purposes, operate as a beneficiary organization primarily for the benefit of, perform the functions of, and carry out the purposes of, Deeper Fellowship Ministries International Incorporated;

(b) To advance the Gospel of Jesus Christ through, but not limited to, networking, preaching, teaching, print, radio, telecommunications, the internet and any other applicable and appropriate means as they become available;

(c) Promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Ministry's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.

(d) Collect and disburse any and all necessary funds for the maintenance of said Ministry and the accomplishment of its purpose within the State of Florida and elsewhere;

(e) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended; and

(f) This Ministry 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 or principal thereof for, and to devote the same to, the foregoing purposes of the Ministry; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Ministry. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

**ARTICLE 6  
POWERS AND RESTRICTIONS**

Except as otherwise provided in this Articles of Incorporation and in order to carry out the above-stated purposes, the Ministry shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Ministry shall have all

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implied powers necessary and proper to carry out its express powers. The powers of the Ministry to promote the purposes set out above are limited and restricted in the following manner:

(a) The Ministry shall not pay dividends and no part of the net earnings of the Ministry shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, except that the Ministry shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Ministry) in furtherance of its purposes as set forth in the Bylaws or this Articles of Incorporation. No substantial part of the activities of the Ministry shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Ministry 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 the Bylaws or this Articles of Incorporation, the Ministry 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 Ministry is in any one (1) year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 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 4941(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 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

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

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**ARTICLE 7  
DISSOLUTION**

Upon the dissolution of the Ministry, the Ministry shall, after paying or making provision for payment of all the liabilities of the Ministry, distribute all of the assets of the Ministry to Deeper Fellowship Ministries International Incorporated, or in the event that Deeper Fellowship Ministries International Incorporated is no longer in existence then to any organization designated by the Board of Directors of the Ministry which is of like faith and order and is exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future tax law of the United States).

**ARTICLE 8  
SOLE MEMBER**

The Ministry shall have one (1) corporate member, and that to be Deeper Fellowship Ministries International Incorporated, a religious nonprofit corporation incorporated in the State of Florida (the "Sole Member"). The membership of Deeper Fellowship Ministries International Incorporated shall not be terminated, nor shall any other member be admitted, except by an amendment of this Articles of Incorporation upon the advance written consent of Deeper Fellowship Ministries International Incorporated.

**ARTICLE 9  
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Ministry is 4400 S. Orange Ave., Orlando, Florida 32806. The name of the registered agent at this office is Jason McMullen.

**ARTICLE 10  
BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Ministry is vested in the board of directors (the "Board of Directors") of the Ministry. Subject to the provisions and limitations of the Act, any limitations in this Articles of Incorporation, and the Bylaws, all corporate powers shall be exercised by or under the direction of the Board of Directors. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors of the Ministry shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Ministry, as deemed appropriate from time to time.

The initial Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased pursuant to the Bylaws. The number of directors may not be decreased to less than three (3). Directors need not be residents of Florida. The initial Board of Directors shall consist of the following persons at the following addresses:

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<u>Name of Director</u>	<u>Street Address</u>
William McDowell	4400 S. Orange Ave. Orlando, Florida 32806
Jason McMullen	4400 S. Orange Ave. Orlando, Florida 32806
Jerry Bell	4400 S. Orange Ave. Orlando, Florida 32806

**ARTICLE 11  
LIMITATION ON LIABILITY OF DIRECTORS**

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

**ARTICLE 12  
INDEMNIFICATION**

Except as may be defined and limited by the Act and Bylaws, the Ministry may, but is not required to, 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 Ministry. The Ministry may provide a trust fund, insurance, or other arrangement to effectuate this Article 12.

**ARTICLE 13  
CONSTRUCTION**

All references in this Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**ARTICLE 14  
AMENDMENT**

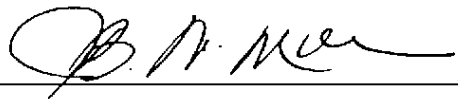
This Articles of Incorporation may be amended upon the unanimous written consent of the Board of Directors or by a vote of two-thirds (2/3) of the members of the Board of Directors, as provided in the Bylaws, unless otherwise prescribed pursuant to applicable mandatory provisions of the Act.

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**CERTIFICATE OF SECRETARY**

The Articles of Incorporation, as set forth above, has been approved unanimously by the Board of Directors of the Ministry. There are no members with voting rights.

IN WITNESS HEREOF, the below named authorized corporate officer executes these Articles of Incorporation on this 12 day of June, 2024.

Signature: 

Name: Jason McMullen

Title: Secretary

*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.*

  
Signature of Registered Agent

6/12/24  
Date

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