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FILED
Apr 20, 1999 8:00 am
Secretary of State

04-20-1999 90083 045 ****61.25

NONPROFIT CORPORATION ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # N45394					
1. Corporation Name GRACE COVENANT MINISTRIES, INCORPORATED					
Principal Place of Business 7053 EAGLES PERCH DR JACKSONVILLE FL 32244 US			Mailing Address P O BOX 1144 STATESVILLE NC 28687 US		



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 2326 S.W. Lois Avenue		26 Suite, Apt. #, etc.		10/01/1991	
22 Suite, Apt. #, etc.		27 City & State		4. FEI Number	
23 Arcadia, Florida		28 City & State		59-3087689	
24 34265		29 Zip		30 Country	
25 USA		29 Zip		30 Country	
24 34265		25 USA		29 Zip	
25 USA		29 Zip		30 Country	
9. Name and Address of Current Registered Agent			10. Name and Address of New Registered Agent		
NAIL, BERNICE W 7053 EAGLES PERCH DRIVE JACKSONVILLE FL 32244			81 Name Nelda M. Hill 82 Street Address (P.O. Box Number is Not Acceptable) 2326 S.W. Lois Avenue 83 84 City Arcadia, FL 85 Zip Code 34265		

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE Nelda M. Hill Nelda M. Hill DATE 04-15-99

(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	
NAME	HILL, JERRY L	1.2 NAME	
STREET ADDRESS	299 SHUMAKER DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	STATESVILLE NC	1.4 CITY-ST-ZIP	
TITLE	ST	2.1 TITLE	
NAME	HILL, LINDA H	2.2 NAME	
STREET ADDRESS	299 SHUMAKER DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	STATESVILLE NC	2.4 CITY-ST-ZIP	
TITLE	T	3.1 TITLE	
NAME	HASTINAS, RICHARD P	3.2 NAME	Hastings, Richard P.
STREET ADDRESS	535 COTTONFIELD CIRCLE	3.3 STREET ADDRESS	
CITY-ST-ZIP	WEDDINGTON NC	3.4 CITY-ST-ZIP	
TITLE	T	4.1 TITLE	
NAME	HEGE, HELEN L	4.2 NAME	
STREET ADDRESS	1429 KIMBERLY ROAD	4.3 STREET ADDRESS	
CITY-ST-ZIP	CHARLOTTE NC	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Nelda M. Hill SIGNATURE REQUIRED: Nelda M. Hill DATE: 4-15-99 DAYTIME PHONE: 704-876-0666

CR2E037 (1/98)