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August 19, 1997

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

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08/22/97--01003--015
*****43.75

ATTN: Mrs. Karen Gibson

Re: Souls Harbor Covenant Fellowship
Our File No. 97-280

Dear Mrs. Gibson:

Pursuant to our telephone conversation of July 31, 1997, please find enclosed Articles of Dissolution, Resolution and Affidavit for Articles of Dissolution and Plan of Distribution of Assets (in original duplicate) and Articles of Incorporation in the above-referenced matter.

In effect, Souls Harbor Covenant Fellowship, Inc., is being dissolved by its Board of Directors, releasing its name and simultaneously transferring all of its assets to Souls Harbor Church of the Covenant, Inc., said successor church being in essence the same as the former.

Please find enclosed our Trust Account check in the amount of \$131.25 in payment of the filing fee, a certified copy of the Articles and Certificate of Good Standing.

Please forward same to the undersigned at your convenience.

Thank you very much for your kind assistance on the telephone and your attention to the above matters.

Sincerely yours,


William M. Wittman, Esq.

WMW/bds

Enc. - Articles of Dissolution
- Plan of Distribution
- Articles of Incorporation
- Check

cc: Lucy Harrington (w/Enc.)

97 AUG 22 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 AUG 22 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VP/IS
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ARTICLES OF DISSOLUTION

Pursuant to 617.1402 et seq., Florida Statutes, this Florida non-profit corporation submits the following Articles of Dissolution:

- FIRST: NAME OF CORPORATION: The name of the corporation is SOULS HARBOR COVENANT FELLOWSHIP, INC.
- SECOND: ARTICLES OF INCORPORATION AND AMENDMENTS: The Articles of Incorporation were filed on October 9, 1991 and were amended as to a name change on November 26, 1996 from Life Church Ministries International, Inc., to Souls Harbor Covenant Fellowship, Inc.
- THIRD: NON-PROFIT STATUS: Because the corporation is non-profit, it has no shares and no shares have been issued.
- FOURTH: DEBTS: No debt of the corporation remains unpaid.
- FIFTH: NON-PROFIT DISSOLUTION: The net assets of the corporation remaining after winding up have been distributed to a successor non-profit organization under applicable laws.
- SIXTH: ADOPTION OF DISSOLUTION (Check One)

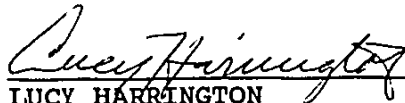
☐ A majority of the incorporators authorized the dissolution.

☒ A majority of the directors authorized the dissolution as of the date below, there being no members entitled to vote.

The number of Directors in office at the signing of these Articles was 3 and the vote for Dissolution was 3 for, and 0 against.

Signed this 26th day of June, 1997.

Signature



LUCY HARRINGTON
Chairman

91 AUG 22 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESOLUTION AND AFFIDAVIT FOR
ARTICLES OF DISSOLUTION AND PLAN OF DISTRIBUTION OF ASSETS OF
SOULS HARBOR COVENANT FELLOWSHIP, INC.**

PURSUANT to the provisions of Chapter 617, Florida Statutes, at a duly called and specially held meeting of the Board of Directors, the following Resolution and Affidavit was adopted:

WHEREAS, SOULS HARBOR COVENANT FELLOWSHIP, INC., having previously filed with the Secretary of State of the State of Florida, its Articles of Amendment of Name Change, changing its name from Life Church Ministries International, Inc., as originally filed with the Division of Corporations on October 9, 1991, to Souls Harbor Covenant Fellowship, Inc., on November 26, 1996; and,

WHEREAS, it now appears necessary to dissolve said corporation, for purposes of initiating and restructuring a new corporation/congregation, and by unanimous consent and vote of the Board of Directors, upon due notice, there being no members entitled to vote on the Articles of Dissolution to said corporation; and,

WHEREAS, by further unanimous consent and vote of the Board of Directors, upon due notice, there being no members entitled to vote as to same, a Plan of Distribution of Assets, was adopted as follows:

1. All liabilities and obligations of the corporation are fully paid and discharged;
2. There are no assets held by the corporation upon the condition of requiring return, transfer or conveyance, therefore, there has been no need to do same;
3. All remaining assets received and held by the corporation, subject to the limitation of permitting their use only for charitable and religious, or similar benevolent purposes, are hereby transferred and conveyed to the non-profit, Florida corporation with the name of Souls Harbor Church of the Covenant, Inc., said organization being engaged in substantially the same activities to that of the Souls Harbor Covenant Fellowship, Inc., yet constituting a new corporate congregation;
4. There being no other assets, nor remaining assets, to be distributed in accordance with the provisions of the respective Articles of Incorporation, or the By-Laws, as to any members, any other persons, trusts, societies or organizations, therefore, no further distribution was hereby made, nor is needed to be made; and,

WHEREAS, by unanimous consent and vote of the Board of Directors, upon due notice, there being no members entitled to vote

on same, the Board of Directors resolved that it has no intention of revoking these Articles of Dissolution and therefore, there being no need to retain, nor utilize any further, the corporate name of Souls Harbor Covenant Fellowship, Inc., said name is fully released for use by the non-profit, Florida corporation with the name of Souls Harbor Covenant Church, Inc.,

THEREFORE, IT IS NOW RESOLVED that the Articles of Dissolution of Souls Harbor Covenant Fellowship, Inc., hereto attached and incorporated by reference herein, and therein expressing the full intentions of the Board of Directors and this Resolution and Affidavit, containing the Plan of Distribution of Assets, same being true in form and content to the intentions of the Board of Directors of this corporation, are now unanimously accepted by said Board, and the Secretary of this corporation is hereby instructed to notify all interested parties of said dissolution, same being dated this 26th day of June, 1997.

CERTIFICATE OF COMPLIANCE

I, Lucy Harrington, do hereby certify that I am the duly elected and qualified Chairman, Treasurer and Secretary and supervisor of the financial and administrative records of Souls Harbor Covenant Fellowship, Inc., a non-profit corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of a Resolution and Plan of Distribution duly adopted at a properly noticed meeting of the Board of Directors thereof, convened and held in accordance with the Articles of Incorporation, By-Laws and Florida Statutes 617, of said corporation on this 26th day of June, 1997, and that such Resolution and Plan of Distribution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Chairman, Secretary and Treasurer and have authorized the "seal" of said corporation to be designated as such on this Resolution and Affidavit this 26th day of June, 1997.

Lucy Harrington
Lucy Harrington (SEAL)
Chairman

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 26th day of June, 1997, by Lucy Harrington as Chairman, Secretary and Treasurer of Souls Harbor Covenant Fellowship, Inc., who is personally known to me, or who has produced FLA. DRIVER'S LICENSE as identification and who did take an oath.

M. Paul Garcia
Notary Public

My Commission Expires:

