

N 94000000618

DOSS & SIMS, P.A.
SUITE 210 WESTERN BUILDING, SUITE 210
500 EAST ALTAMONTE DRIVE
ALTAMONTE SPRINGS, FL 32701-4731
TELEPHONE (407) 840-0017
TELEFAX (407) 840-5812

THOMAS E. DOSS III

DAVID A. SIMS

February 2, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

via Federal Express
Airbill #8622351743

RE: NEW BEGINNINGS INTERNATIONAL INC.
Our file # 965

Dear Sir:

2000001397782
-02/02/95- 01085-017
****122.50 ****122.50

Enclosed please find an original and one copy of Articles of Incorporation and Acceptance by Registered Agent for a new Florida corporation now being formed -- NEW BEGINNINGS INTERNATIONAL INC..

Also enclosed please find our check in the amount of \$122.50. This check includes payment for the following:

Filing Fee	\$35.00
Registered Agent's Designation	35.00
Certified Copy of Articles	<u>52.50</u>
TOTAL	\$ 122.50

Please send the certified copy of Articles of Incorporation and Acceptance by Registered Agent back to the undersigned.

Your cooperation in this matter is appreciated.

Sincerely,


Thomas E. Doss III

TED/cms

Enclosures

cc: Howard D. (Pete) Lockwood, 1024 Antelope Trail, Winter Springs, FL 32708

ARTICLES OF INCORPORATION
OF
NEW BEGINNINGS INTERNATIONAL INC.,
A FLORIDA NONPROFIT CORPORATION

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ARTICLE I

CORPORATE NAME AND INITIAL OFFICE

The name of this corporation is NEW BEGINNINGS INTERNATIONAL INC. Its initial office shall be located at 1024 Antelope Trail, Winter Springs, FL 32708, and may be relocated by action of the Board of Directors without amendment to these Articles of Incorporation.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To establish, promote, and present the New Beginnings renewal program, which is directed toward junior high/middle school students, to dioceses of the Episcopal Church in the United States and throughout the world.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

Articles of Incorporation of New Beginnings International Inc.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be nine, (9), provided however, that such number may be changed by a By-Law duly adopted by the Board of Directors.

The Directors named herein as the first Board of Directors shall hold office as follows: the first five directors named below shall serve until the second annual meeting, while the last four directors named below shall serve until the first annual meeting.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for terms of two (2) years until the qualification of their successors in office. Annual meetings shall be held at such place or places as set by the Board of Directors on the date established by the Board of Directors by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>ADDRESS</u>
Howard D. (Pete) Lockwood	1024 Antelope Trail Winter Springs, FL 32708
Jack Lavery	1012 Quaker Ridge Court Oviedo, FL 32765
Phyllis Bartle	3344 Yothers Road Apopka, FL 32712

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Joy B. Lockwood	1024 Antelope Trail Winter Springs, FL 32708
Chris Grant	5124 Park Central Drive Apartment # 525 Orlando, FL 32839
Jerry Plum	1019 Chesterfield Circle Winter Springs, FL 32708
Rev. Carl Buffington	875 Tusawilla Road Winter Springs, FL 32708
Jon Davis	1216 E. Ridgewood Street Orlando, FL 32801
Thomas E. Doss III	500 E. Altamonte Drive, Suite 210 Altamonte Springs, FL 32708

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 distribution in furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, publishing or distributing statements for any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in

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furtherance of the purposes of this corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liability of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of Directors shall determine. Any 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 such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

AMENDMENT OF BY-LAWS

The By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, by a resolution duly adopted by the Board of Directors.

ARTICLE IX

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer thereof, or to the benefit of any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE X

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 500 E. Altamonte Drive, Suite 210, Altamonte Springs, Florida 32701, (407) 830-0017, and the name of its registered agent at said

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address shall be Thomas E. Doss III.

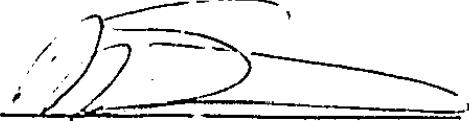
ARTICLE XII

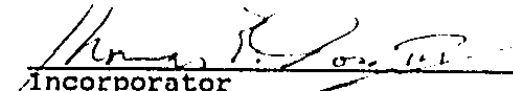
AMENDMENT TO ARTICLES


Amendment to these Articles of Incorporation shall be made by a resolution adopted by the Board of Directors in the manner set forth in the By-Laws of this corporation.

The undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 2nd day of February 1995.

WITNESSED BY:


David A. Sims


Incorporator


Starr M. Lowe

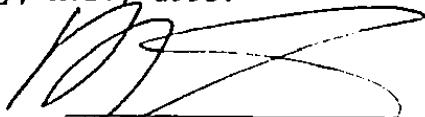
STATE OF FLORIDA

COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Thomas E. Doss III, to me well known to be the person described in and who executed the foregoing instrument, and he acknowledged before me the matters and things contained in the above and foregoing are true and correct, and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 2 day of February, A.D., 1995.

NOTARY SEAL



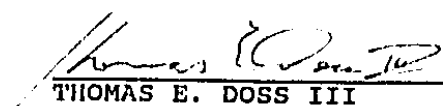
DAVID A. SIMS, NOTARY PUBLIC
My commission expires:



Articles of Incorporation of New Beginnings International Inc.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the Registered Agent of New Beginnings International Inc., hereby accepts such appointment this 2 day of February, 1995, and states that he is familiar with, and accepts the obligations provided for in Section 607.325, Florida Statutes.


THOMAS E. DOSS III

FILED
SECRETARY OF STATE
CORPORATE DIVISION
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