

Jan 25, 1995

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25 FEB 17 AM 10:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W.R. RUSSELL MINISTRIES, INC.
(A Florida Nonprofit Corporation)
3334 McGregor Blvd
Fort Myers, FL 33901
(813) 332-2916

1950000000196

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: W.R. RUSSELL MINISTRIES, INC.
(A Florida Nonprofit Corporation)

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for W.R. RUSSELL MINISTRIES, INC., along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return to me with the filing date stamped on it.

Thank You,

William R. Russell II
WILLIAM R. RUSSELL II

Enclosures

FEB 1 1995 BSB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 1, 1995

WILLIAM R. RUSSELL II
3334 MCGREGOR BLVD.
FORT MYERS, FL 33901

SUBJECT: W.R. RUSSELL MINISTRIES, INC.
Ref. Number: W9500002329

We have received your document for W.R. RUSSELL MINISTRIES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 895A00004304

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ARTICLES OF INCORPORATION 95 FEB 17 AM 10:55
OF
W.R. RUSSELL MINISTRIES, INC. SECRETARY OF STATE
(A FLORIDA Nonprofit Corporation) LAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be W.R. RUSSELL MINISTRIES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of missionary work, religious consulting and pastoral services; all within the purview of Section 501 (C) 3 of the Internal Revenue Code and the Regulations thereunder.

ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of FLORIDA relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

ARTICLE V. MEMBERSHIP

Any person who agrees to be bound by these Articles Of Incorporation, the corporate Bylaws, and any rules and regulations which the Board Of Directors may from time to time adopt, and who is a member of the W.R. RUSSELL MINISTRIES, INC. is eligible and shall have membership in this corporation.

ARTICLE VI. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Directors.

ARTICLE VII. BOARD OF DIRECTORS

This corporation's initial Board Of Directors shall have three directors. The number of directors may be increased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than three.

The directors shall be elected annually by this corporation's members. The manner of the election of the directors shall be specified in the corporate Bylaws. The directors named herein, comprising the initial Board Of Directors, shall hold office until the election of directors at the first annual membership meeting.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

WILLIAM R. RUSSELL II
3334 McGregor Blvd., Fort Myers, FL 33901

PHYLLIS RUSSELL
3334 McGregor Blvd., Fort Myers, FL 33901

DOUGLAS CARLSON
3334 McGregor Blvd., Fort Myers, FL 33901

ARTICLE VIII. OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board Of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Directors' meeting.

The names of the initial officers are:

President - WILLIAM R. RUSSELL II
Vice President - PHYLLIS RUSSELL
Secretary - PHYLLIS RUSSELL
Treasurer - DOUGLAS CARLSON

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 3334 McGregor Blvd., Fort Myers, FL 33901.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: WILLIAM R. RUSSELL II.

ARTICLE XI. INCORPORATOR

The name and residence address of each of the subscribers to these Articles Of Incorporation are:

WILLIAM R. RUSSELL II
3334 McGregor Blvd., Fort Myers, FL 33901

PHYLLIS RUSSELL
3334 McGregor Blvd., Fort Myers, FL 33901

DOUGLAS CARLSON
3334 McGregor Blvd., Fort Myers, FL 33901

ARTICLE XII. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board Of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board Of Directors in the manner provided therein. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

ARTICLE XIII. AMENDMENT

Amendments to these Articles Of Incorporation may be proposed by a resolution adopted by the Board Of Directors and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a vote of 51 PERCENT of the quorum of this corporation's members.

ARTICLE XIV. DISSOLUTION

In the event of the dissolution of this corporation, after paying or adequately providing for the debts or obligations of this corporation, the directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this corporation unto:

(1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes.

(2) A corporation, trust, or community chest, fund or foundation:

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States;

(b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

(d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund, or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court in the country in which the dissolved corporation had its principal office, upon petition thereof by the Attorney General, or any person concerned in the liquidation.

The undersigned, constituting this corporation's designated registered agent and this corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of FLORIDA, have executed these Articles Of Incorporation, on the dates indicated next to their signatures.

William R. Russell II
WILLIAM R. RUSSELL II -Subscriber

Feb. 13, 1995
Date

Phyllis Russell
PHYLLIS RUSSELL - Subscriber

Feb. 13, 1995
Date

Doug Carlson
DOUGLAS CARLSON - Subscriber

Feb 13/95
Date

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is W.R. RUSSELL MINISTRIES, INC.
2. The name and address of the registered agent and office of the corporation is: W.R. RUSSELL MINISTRIES, INC. 3334 McGregor Blvd., Fort Myers, FL 33901.

Dated this 25th day of JANUARY, 1995.

W.R. RUSSELL MINISTRIES, INC.

By: William R. Russell II
WILLIAM R. RUSSELL II
President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED THIS 25th DAY OF JANUARY, 1995.

William R. Russell II
WILLIAM R. RUSSELL II
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA