



N 950000C1 336

**PORTER, WRIGHT,
MORRIS & ARTHUR**
Attorneys & Counselors at Law

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Naples, Florida 33945-1262
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March 17, 1995

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

Re: SAN-JEAN FLYING CLUB, INC.

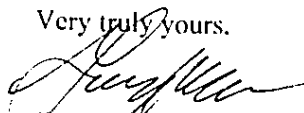
Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and certify and return to us one **certified** copy.

We are enclosing our check in the amount of \$122.50 covering:

\$ 35.00 - Filing Fee
35.00 - Certificate Designating Registered Agent
52.50 - Certified Copy
\$122.50

Very truly yours,


Gary K. Wilson

GKW/bn
Enclosures

NAPELX 0304-01



ARTICLES OF INCORPORATION
OF
SAN-JEAN FLYING CLUB, INC.

The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617, Florida Statutes, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I. Name and Initial Address

The name of this corporation is San-Jean Flying Club, Inc. and the initial address of the Corporation is 3225 Duchess Drive, Naples, Florida 33962.

ARTICLE II. Not for Profit

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permissible by law.

No part of the funds of the corporation or any net earnings therefrom shall inure to the benefit of any private shareholder, member, trustee, officer of the corporation, or any private person (except that (a) corporate funds may be expended to carry out the charitable purposes of the corporation, and (b) reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes).

Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on by an exempt organization under section 501(c)(7) of the Internal Revenue Code of 1986, as amended, as it now exists or is hereafter amended.

ARTICLE III. Duration

The duration of the Corporation is perpetual.

ARTICLE IV. Purposes

The Corporation is organized, and shall be operated exclusively for the following purposes:

1. to promote and encourage interest in airplane operation and ownership for the benefit of its Members;

2. to purchase, lease, or otherwise acquire, and hold, own, use and operate real and personal property including airplanes, airports, hangars, and such other equipment of aircraft and appurtenances thereto and services therefore as may be incidental to the use and operation thereof, and such other real or personal property or other facilities as may be required for the use of the Members; and
3. for any other lawful purpose not for pecuniary profit and prohibited by the laws of the State of Florida.

ARTICLE V. Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE VI. Rights of Shares of Capital Stock

Section 1. Dividends

The directors may not declare and pay dividends upon the Common Shares. However, nothing herein shall be construed to prohibit the Corporation to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after payment of all valid corporate debts, the remaining assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares. Unless approved by the Board of Directors, the transferee or successor in interest of any holder of Common Shares shall not be considered Voting Members and shall not be entitled to vote.

ARTICLE VII. Membership

The Corporation may consist of two classes of Members, being Voting and Non-Voting Members. The class of Voting Members shall be made up entirely and exclusively of the holders of the outstanding Common Shares, approved by the Board of Directors. The Bylaws may provide for one or more classes of Non-Voting Members, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not

have the right to vote. The private property of the Members of the Corporation shall not be liable for the debts of the Corporation.

The name and address of each initial Voting Member is as follows:

Humbert L. Gressani	3225 Duchess Drive, Naples, FL 33962
Stanley J. Colcombe	4600 Chippendale Drive, Naples, FL 33962
Charles A. Dinsmoor	5108 Lochwood Court, Naples, FL 33962

ARTICLE VIII. Designation of Registered Agent and Registered Office

The initial registered agent of the Corporation shall be Humbert L. Gressani and the initial registered office of the Corporation is 3225 Duchess Drive, Naples, FL 33962.

ARTICLE IX. Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. Initial Board of Directors

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three (3). The names and addresses of the initial directors of the Corporation are:

Humbert L. Gressani	3225 Duchess Drive, Naples, FL 33962
Stanley J. Colcombe	4600 Chippendale Drive, Naples, FL 33962
Charles A. Dinsmoor	5108 Lochwood Court, Naples, FL 33962

ARTICLE XI. Incorporator

The name and address of the person signing these articles is:

Humbert L. Gressani
3225 Duchess Drive
Naples, Florida 33962

ARTICLE XII Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

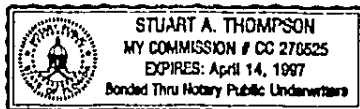
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 16th day of March, 1995.

Humbert L. Gressani
Humbert L. Gressani
3225 Duchess Drive
Naples, Florida 33962

State of Florida
County of Collier

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Humbert L. Gressani, who is known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation. An oath was not administered.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 16th day of March, 1995.



(NOTARY SEAL)

Stuart A. Thompson
Signature of Notary Public

STUART A. THOMPSON
Name of Notary Public Typed

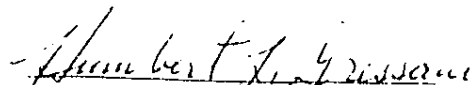
CC 276526
Serial or License Number of
Notary Public

My Commission Expires: 4/14/97
NAPLES 3252101


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
THE RESIDENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091, Florida Statutes, the following is submitted, in compliance
with said Section:

FIRST, that SAN-JEAN FLYING CLUB, INC., desiring to organize under the laws of
the State of Florida, with its principal office, as indicated in the Articles of Incorporation at
Naples, Collier County, Florida, has named Humbert L. Gressani, located at 3225 Duchess
Drive, Naples, Collier County, Florida 33962, as its Agent to accept service of process within
this State.


Humbert L. Gressani, Incorporator

HAVING BEEN NAMED to accept service of process for the above stated Corporation,
at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply
with the provisions of said Act relative to keeping open said office.


Humbert L. Gressani, Resident Agent

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171

800-342-8086



N 95000001039

FILED
96 NOV 18 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 139405 80354B

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pzyt

ORDER DATE : October 31, 1996

ORDER TIME : 11:22 AM

ORDER NO. : 139405-005

CUSTOMER NO: 80354B

800001993018--1

CUSTOMER: Ms. Nancy S. Freeman
Winderwee Haines, P.a.
5th Floor
250 Park Avenue, South
Winter Park, FL 32789

DOMESTIC AMENDMENT FILING

NAME: CIRCLE OF FAITH MINISTRIES
OF ORLANDO, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*Restated
Drt. & Incorp.
11-18-96
DL*

96 OCT 31 PM 1:22
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 1, 1996

CSC NETWORKS
ATTN: DEBORAH SCHRODER
TALLAHASSEE, FL

RESUBMIT

Please give original
submission date as file date.

SUBJECT: CIRCLE OF FAITH MINISTRIES OF ORLANDO INC.
Ref. Number: N95000001039

We have received your document for CIRCLE OF FAITH MINISTRIES OF ORLANDO INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1996 corporate annual report form in a timely manner. To reinstate the corporation you must submit the attached reinstatement application or annual report form and the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee for the current year, and ~~\$138.75~~ corporate supplemental fee for the current year.

Non-Profit \$236.25

Therefore, the total amount due to reinstate the corporation is ~~\$375.00~~. Add an additional \$8.75 for each certificate of status requested.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 796A00050356

*Darlene: Please Bill CSC's Account for the
Additional Monies Needed*

FILED
NOV 18 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED
ARTICLES OF INCORPORATION
OF
CIRCLE OF FAITH MINISTRIES OF ORLANDO INC.

WHEREAS, the name of the corporation is CIRCLE OF FAITH MINISTRIES OF ORLANDO INC.; and

WHEREAS, the corporation was incorporated pursuant to the provisions of the Florida Not-For-Profit-Corporation Act, Chapter 617, Florida Statutes, on March 2, 1995; and

WHEREAS, the undersigned corporation, by and through its Directors (also known as its "Trustees") and pursuant to the provisions of Section 617.1007 of the Florida Statutes, desires to restate the corporation's Articles of Incorporation; and

WHEREAS, the Directors, on October 27, 1996, by majority vote agreed to amend the corporation's Articles of Incorporation by restating them in the manner hereinafter set forth.

NOW, THEREFORE, the undersigned hereby restates the Articles of Incorporation of CIRCLE OF FAITH MINISTRIES OF ORLANDO INC., as follows:

ARTICLE I

NAME

The name of this corporation is: CIRCLE OF FAITH MINISTRIES OF ORLANDO INC..

ARTICLE II

PURPOSES

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, to maintain and operate a Church, and to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, educational and scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its reg. lations as they now exist or they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation

may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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. Except as above provided, the corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers or other private persons.

ARTICLE III

MEMBERS

The members of the corporation shall be those individuals admitted to membership according to procedures established by the Board of Trustees. The members and the Board of Trustees shall have all voting powers.

ARTICLE IV

TERM OF EXISTENCE

The existence of this corporation commenced on March 2, 1995, and shall continue perpetually.

ARTICLE V

INCORPORATORS

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Timothy C. Moore	5025 Steyr Street, Orlando, Florida 32819
Cheryl C. Moore	5025 Steyr Street, Orlando, Florida 32819
Judy Cummings	4808 Figwood Lane, Orlando, Florida 32808.

ARTICLE VI

OFFICERS

The affairs of the corporation shall be managed by a Pastor, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided for by the Board of Trustees from time to time in the bylaws. An officer or trustee may hold one or more offices. The Officers shall be elected by the Board of Trustees annually in accordance with the provisions of the bylaws.

ARTICLE VII

TRUSTEES

The Board of Trustees of the Corporation shall consist of not less than five (5) persons nor more than twenty-five (25) persons, the exact number to be determined in accordance with the provisions of the bylaws. The method of electing members of the Board of Trustees shall be stated in the ByLaws.

ARTICLE VIII

BYLAWS

The bylaws of the corporation shall be made, altered, or rescinded by unanimous affirmative vote of the Trustees of the corporation.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Trustees of the corporation, after no less than fifteen (15) days prior written notice to all Trustees.

ARTICLE X

MISCELLANEOUS

Section 1. Neither the members, trustees, nor officers of the corporation shall be personally liable for any obligations of the corporation of any nature whatsoever; nor shall any of the property of any member, trustee or officer of the corporation be subject to the payment of the obligations of the corporation to any extent whatsoever.

Section 2. The corporation shall have no capital stock.

Section 3. This corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

Section 4. 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 1986 (or the corresponding provision of any future United States Internal Revenue Law), or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

Section 5. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4941(a) or corresponding provisions of any subsequent Federal tax laws.

Section 6. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall either operate as a private operating foundation in a manner to qualify as a private operating foundation for purposes of Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; or it shall distribute its income for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 7. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, which would give rise to any liability for the tax imposed by Section 4943(a) or corresponding provisions of any subsequent Federal tax laws.

Section 8. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, so as to give rise to any liability for the tax imposed by Section 4944(a) or corresponding provisions of any subsequent Federal tax laws.

Section 9. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the

Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4945(a) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XI

DISSOLUTION

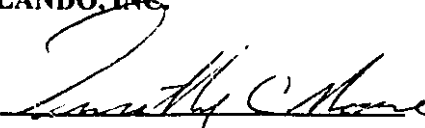
Upon the dissolution of this corporation the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, pursuant to the procedure of provisions of Florida Statutes §617.1406, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, 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 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of the assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - Initial Principal Office; Initial Registered Office and Agent

The street address of the principal office of the corporation is 206 North Hastings Street, Orlando, Florida 32835. The mailing address is 206 North Hastings Street, Orlando, Florida 32835. The registered office of the corporation shall be 5025 Steyr Street, Orlando, Florida 32819, and the registered agent of the corporation at that office shall be Timothy C. Moore.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 30th day of October, 1996.

**CIRCLE OF FAITH MINISTRIES OF
ORLANDO, INC.**

By: 
Name: TIMOTHY C. MOORE
Title: Pastor/President

CERTIFICATE

WHEREAS, CIRCLE OF FAITH MINISTRIES OF ORLANDO INC., a Florida not-for-profit corporation (the "Corporation"), restated its Articles of Incorporation by adopting Restated Articles of Incorporation of CIRCLE OF FAITH MINISTRIES OF ORLANDO INC., dated October 27, 1996, a copy of which is attached hereto as Exhibit "A"; and

WHEREAS, the attached Restated Articles of Incorporation contains no amendment to the original Articles of Incorporation requiring member approval pursuant to Chapter 617, Florida Statutes, or the original Articles of Incorporation; and

WHEREAS, the Board of Directors of the Corporation (also known as the Board of Trustees) adopted the Restated Articles of Incorporation by a majority vote on October 27 1996.

NOW, THEREFORE, the duly adopted Restated Articles of Incorporation shall supersede the original Articles of Incorporation of CIRCLE OF FAITH MINISTRIES OF ORLANDO INC. and all amendments to them.

Executed this 30 day of October, 1996.

CIRCLE OF FAITH MINISTRIES OF
ORLANDO INC.

By: 

Name: TIMOTHY C. MOORE

Title: Pastor/President