

5/4/95

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

Tim Dillen
Living Praise Ministries, Inc.
P.O. Box 2645
Arcadia, FL 33821


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***122.50 ***122.50

Please find enclosed the Articles of Incorporation for Living Praise Ministries, Inc.
Please register this non-profit corporation in the state of Florida. Also enclosed is a
check for \$122.50.

If you need anything else, please contact me at 813-993-4455.

Sincerely,


Tim Dillen, Secretary

5/10/95


ARTICLES OF INCORPORATION
OF
LIVING PRAISE MINISTRIES, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be **LIVING PRAISE MINISTRIES, INC.**

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the CORPORATION shall be as follows:

A. To receive and maintain 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, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

B. To solicit funds and donations in kind and from time to time to further the purposes of this CORPORATION.

C. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the CORPORATION.

D. No part of the net earnings of the CORPORATION shall inure to the benefit of, or be distributable to any Director or Officer of the CORPORATION or any member of the CORPORATION or any other private individual (except that reasonable compensation may be paid for services rendered to or for the CORPORATION affecting one or more of its purposes), and no Director 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 statement) any political campaign on behalf of any candidate for public office.

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TALLAHASSEE, FLORIDA

E. Notwithstanding any other provision of these ARTICLES OF INCORPORATION shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

F. Upon the dissolution of the CORPORATION, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the CORPORATION, dispose of all of the assets of the CORPORATION exclusively for the purposes of the CORPORATION in such manner, or such organization or organizations organized and operated exclusively for charitable, educational, 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 provisions of any United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Pasco County, Florida, in which the principal office of the CORPORATION is located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

G. To carry on any other lawful activities in which not-for-profit corporations may engage under the laws of this State of Florida

H. In addition to the foregoing, a specific purpose for which this corporation is formed is to operate to promote the Gospel of Jesus Christ including, but not limited to, establishing churches, Christian Schools and Colleges, and other ministries and for the distribution of funds for such purposes.

ARTICLE III **POWERS**

The CORPORATION shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and the power to exercise those powers in the accomplishment of its objects and purposes.

ARTICLE IV **MEMBERSHIP**

A. The membership of the CORPORATION shall be comprised of two classes of membership: members of the congregation (non-voting, except as provided in the BYLAWS) and the BOARD OF DIRECTORS members (voting). All voting rights and management of the CORPORATION are reserved in the BOARD OF DIRECTORS.

B. The membership of the CORPORATION shall be open to all persons who agree to a personal commitment to further the purposes of the

CORPORATION. THE BYLAWS may impose other conditions of membership from time to time.

C. It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the officers of the CORPORATION shall abide by the BYLAWS promulgated by the BOARD OF DIRECTORS in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said BYLAWS shall not discriminate or be applied in any manner which may be contrary to the purposes described in these ARTICLES OF INCORPORATION or which would disqualify this CORPORATION'S qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE V **INCOME DISTRIBUTION**

No part of the income of this CORPORATION shall be distributed to its members, except as compensation for services rendered.

ARTICLE VI **EXISTENCE**

This CORPORATION shall exist perpetually unless dissolved according to law.

ARTICLE VII **REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the CORPORATION shall be at P.O. BOX 2645, 1490 SO. HWY. 17, ARCADIA, FLORIDA 33821, and the REGISTERED AGENT at that address shall be DWIGHT E. SHIRLEY.

ARTICLE VIII **BOARD OF DIRECTORS**

A. The affairs of the CORPORATION shall be managed by the BOARD OF DIRECTORS whose members shall have a fiduciary obligation to the CORPORATION.

B. The number of DIRECTORS shall be not less than three (3) and shall have no maximum number. The term of membership shall be for a one (1) year period, except for the PASTOR-PRESIDENT, who shall be a continuing member of the BOARD OF DIRECTORS.

C. The names and street addresses of the members the first BOARD OF DIRECTORS and officers, all of who shall hold office until their successors are duly elected and qualified are as follows:

1. PASTOR-PRESIDENT

DWIGHT E. SHIRLEY
P.O. BOX 2645
1490 SO. HWY. 17
ARCADIA, FL. 33821

2. VICE-PRESIDENT

HEINDRICH D. SHIRLEY
P.O. BOX 2645
1490 SO. HWY. 17
ARCADIA, FL. 33821

3. SECRETARY/TREASURER

TIM DILLEN
P.O. BOX 2645
1490 SO. HWY. 17
ARCADIA, FL. 33821

ARTICLE X
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the CORPORATION against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The CORPORATION may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE XI
INCORPORATOR

The name and street address of the incorporator for these ARTICLES OF INCORPORATION is as follows:

DWIGHT E. SHIRLEY
P.O. BOX 2645
1490 SO. HWY 17
ARCADIA, FL. 33821

ARTICLE XII
AMENDMENTS

The CORPORATION reserves the right to amend, alter, change or repeal any provisions contained in these ARTICLES OF INCORPORATION by a two-thirds (2/3) majority vote of the BOARD OF DIRECTORS.

ARTICLE XIII
ANNUAL MEETING

A meeting of the BOARD OF DIRECTORS of the CORPORATION shall be held annually, for the election of officers and for the transaction of other business, on such date and at such time as maybe stated in, or fixed in accordance with the BYLAWS.

In WITNESS WHEREOF, I the undersigned incorporator have set my hand and seal this 5-3-95, 1995.

STATE OF FLORIDA
COUNTY OF DESOTO

I HEREBY CERTIFY that on this May 3rd, 1995, before me an officer duly authorized, personally appeared DWIGHT E. SHIRLEY, to me well known and know to be the person described in and who executed the foregoing instrument, and DWIGHT E. SHIRLEY acknowledged before me the execution of said instrument.

WITNESS my hand and official seal in the County and State aforesaid, this the day and year last above written.



LENOIRA CAVAS
My Commission CC274138
Expires Apr. 03, 1997
Bonded By ANB
000-652-5070

Lenora Cavas
Notary Public, State of FL
My Commission Expires:

ACCEPTANCE OF SERVICE

Having been named to accept service of process for the above stated CORPORATION, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED 5-3-95

Dwight E. Shirley
Registered Agent

*Living
Praise
Ministries*



Rev. Dwight E. Shirley
President

N95000002240

January 17, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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Re: Dissolution of Church

Please be advised that the Board of Directors of Living Praise Ministries, Inc., at 407 Cloverdale Blvd., Ft. Walton Beach, Fl. 32547, having met in business session January 12, 1997 voted unanimously to desolve the corporation in as much as there has been no activity for the past 12 months

Disposition of all assets has been carried out as specified according to the Bylaws page 19, Article Twelve (copy enclosed).

Dwight E. Shirley
Dwight E. Shirley, Pastor/President

cc. Bylaws page 19 Article Twelve
Articles of Dissolution section 617.1403
Filling fee Check for \$35.00

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activities generally accorded or made available to students at the school. The School shall not discriminate on the basis of race, color, national and ethnic origin in administration of its education policies, admissions policies, scholarship and loan programs, and athletic and other school administered programs.

ARTICLE ELEVEN FISCAL YEAR

The fiscal year of the Church shall be the calendar year.

ARTICLE TWELVE DISSOLUTION

Upon the dissolution of the Church, the Board of Directors shall, after the payment of all the liabilities of the Church, dispose of all the assets of the Church exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, (or of the corresponding provisions of any future United States Revenue Law) as the Board of Directors shall determine.

No part of the net earnings of the Church shall inure to the benefit of, or be distributed to, its members, officers, Directors, or any person except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Church. Notwithstanding any other provisions of the ARTICLES OF INCORPORATION or these Bylaws of the Church, the Church shall not carry on any activity 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, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or corresponding section of any future United States of America Revenue Law).

ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida nonprofit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is Living Praise Ministries, Inc
SECOND: Adoption of dissolution

(Complete Section I or II)

SECTION I

If the corporation has members entitled to vote:

The date of the meeting of members at which the resolution dissolve was adopted was _____.

(CHECK ONE)

- ☐ The number of votes cast for dissolution was sufficient for approval.
- ☐ The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members with voting rights:

The corporation has no members or members with voting rights.

The date of adoption of the resolution by the board of directors was

1-12-97.

The number of directors in office was 2 and the vote for the resolution was 2 for and _____ against.

Signed this 17th day of Jan., 19 97.

Signature Dwight E. Shirley
(By the Chairman or Vice Chairman of the Board, President or other officer)

DWIGHT E. SHIRLEY
Typed or printed name

PRESIDENT/PASTOR
Title

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