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TRANSMITTAL LETTER

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

FILED
MAY 19 PM 12:19
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

Subject: Roger Gauthier Ministries, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00.

From: Roger Gauthier Ministries
Rev. Roger K. Gauthier
11212 Middle Beach Road
Suite 535
Panama City Beach, FL 32407
904-747-7113

Roger Gauthier GAVE

AUTHORIZATION BY PHONE TO
CORRECT Corp. Suffix
DATE 5/30/95
DOC EXAM Douglas Brown

D. BROWN MAY 22 1995

Articles of Incorporation
Of
Roger Gauthier Ministries, Inc.

FILED
JUN 19 PM 12:19
TALLAHASSEE, FLORIDA

The undersigned, being of full age, for the purpose of forming a nonprofit corporation under Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

Article 1
Name

1.1) The name of the corporation shall be Roger Gauthier Ministries, Inc.

Article 2
Principal Place of Business and Mailing Address

2.1) The Principal place of business is 316 Fan Palm Place, Panama City Beach, Fl 32408.

2.2) The Mailing address is Roger Gauthier Ministries, 11212 Middle Beach Road - Suite 535, Panama City Beach, Fl 32407-3718. /Inc.

Article 3
Purposes

3.1) The purposes of the corporation are to engage in, assist and contribute to the support of exclusively religious, charitable, or educational activities and projects.

3.2) In support of such purposes, the main activities of the corporation shall include.

- a) To teach and preach the uncompromised Word of God;
- b) Teaching and preaching God's Word as it pertains to the Covenant of Healing;
- c) Teaching and preaching God's Word concerning prayer;
- d) To provide training opportunities for ministers who are called by God into the evangelistic and /or healing ministry;
- e) To License and Ordain individuals that adhere to our statement of faith into the ministry.
- f) To spread and propagate the Gospel of Jesus Christ by establishing or aiding churches or educational institutions or organizations which subscribe to, teach, and attempt to transmit the Gospel of Jesus Christ;

- g) To transmit and propagate the Gospel of Jesus Christ by television and radio broadcasts, sale of books, tapes, pamphlets, and other items;
- h) To propagate the Gospel of Jesus Christ by such other educational, religious or charitable activities as may be appropriate from time to time;
- i) To do any and all other acts and things and to exercise any and all other rights and powers which may be necessary, incidental, desirable or expedient in the accomplishment of any of the foregoing purposes.

Statement of Faith

3.3) This corporation shall at all times during its existence adhere strictly to a statement of faith as follows:

Roger Gauthier Ministries /Inc. accepts the Holy Scripture, wholly and undivided as the revealed Will of God, and the all-sufficient rule for faith and practice; and for the purpose of maintaining general unity adopts the following statements of Fundamental Truths:

- a) The Bible is the inspired, infallible authoritative Word of God, the product of holy men of old who spoke and wrote as they were moved by the Holy Spirit. The New Covenant, as recorded in the New Testament, is what we accept as our infallible guide in matters pertaining to conduct and doctrine (1 Thessalonians 2:13, 2 Timothy 3:16, 2 Peter 1:21).
- b) Our God is one, but is manifested in three persons - the Father, the Son, and the Holy Spirit - being co-equal (1 John 5:7). God the Father is greater than all, the Source of the Word (Logos) and the Begetter (John 1:14; 14:28; 16:28). The Holy Spirit proceeds forth from both the Father and the Son and is eternal (John 15:26).
- c) We believe in the Deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory (Matthew 1; Luke 1; 2; Romans 1:13; 5:1, 11-21; 2 Corinthians 5:21; Matthew 28; Mark 16:19; 1 Thessalonians 4:16-17; Revelation 20:6).

- d) Man is a created being, made in the likeness and the image of God, but through Adam's transgression and fall, sin came into the world. "All have sinned and come short of the glory of God" (Romans 3:23). "As it is written, there is none righteous, no, not one" (Romans 3:10). Jesus Christ, the Son of God, was manifested to undo the work of the devil and give His life and shed His blood to redeem and restore man back to God (1 John 3:8). Salvation is the gift of God to man, separate from works and the law, and is made operative by grace through faith in Jesus Christ, producing works acceptable to God (Ephesians 2:8).
- e) Man's first step toward salvation is godly sorrow that worketh repentance. The new birth is necessary to all men, and when fulfilled, produces eternal life (John 3:3-5; 2 Corinthians 7:10; 1 John 5:12; Romans 10:9,10,13).
- f) Baptism in water by immersion is a direct commandment of our Lord and is for believers only. The ordinance is a symbol of the Christian's identification with Christ in His death, burial, and resurrection (Matthew 28:19; Acts 8:36-39; Romans 6:4; Colossians 2:12). The following recommendation regarding the water baptismal formula is adopted: "On the confession of your faith in the Lord Jesus Christ, the Son of God, and by His authority, I baptize you in the Name of the Father, and the Son, and the Holy Ghost, Amen."
- g) The Baptism in the Holy Ghost and fire is a gift from God as promised by the Lord Jesus Christ to all believers in this dispensation who ask and is received subsequently to the new birth. This experience is accompanied by the initial evidence of speaking in other tongues as the Holy Spirit Himself gives utterance (Matthew 3:11; John 14:16-17; Acts 1:8, 2:4,38-39; 19:1-7).
- h) The Bible teaches that without holiness no man can see the Lord. We believe in the Doctrine of Sanctification as a definite yet progressive work of grace, commencing at the time of regeneration and continuing until the consummation of salvation (Hebrews 12:14; 1 Thessalonians 5:23; 2 Peter 3:18; 1 Corinthians 1:30; 2 Corinthians 3:18; Philipians 3:12-14).

- i) We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is able to lead a godly life (Romans 8:1-2,4,9,11,13-16,23,26,27; 15:13-19,30; 2 Corinthians 6:4,6; Galatians 5:16-18, 22-25).
- j) Healing is for the physical ills of the human body. It is wrought by the power of God through the prayer of faith and by the laying on of hands. It is provided for in the atonement of Christ and is the privilege of every member of the Church today (Isaiah 53:4-4; Matthew 8:17; Mark 16:18; James 5:14-16; 1 Peter 2:24).
- k) The angels said, "This same Jesus shall so come in like manner" (Acts 1:11). His coming is imminent. When He comes, "The dead in Christ shall rise first; then we which are alive and remain shall be caught up together with them in the clouds, to meet the Lord in the air..." (1 Thessalonians 4:16-17). Following the tribulation, he shall return to earth as King of Kings and Lord of Lords, and together with His saints who shall be Kings and priests, He shall reign for a thousand years (Revelation 20:6).
- l) The one who physically dies in his sins without Christ is hopelessly and eternally lost in the Lake of Fire and therefore has no further opportunity of hearing the Gospel or repenting. The Lake of Fire is literal. The terms "eternal" and "everlasting" used in describing the duration of punishment of the damned in the Lake of Fire carry the same thought and meaning of endless existence as used in denoting the duration of joy and ecstasy of saints in the presence of God (Hebrews 9:27; Revelation 19:20).
- m) We believe in the spiritual unity of believers in our Lord Jesus Christ (Psalm 133:1; Ephesians 4:3,13).

Article 4 Manner of election of directors

4.1) The management of the corporation shall be vested in a board of directors. The number of directors shall be fixed by the Bylaws of the corporation, and may be altered by amending the Bylaws, but shall never be less than required by law.

4.2) The first board of directors shall consist of the following three (3) directors, who shall each hold office for the term of one (1) year or until his or her successor has been elected and qualified:

Name	Address
Rev. Roger K. Gauthier	11212 Middle Beach Rd., Suite 535 Panama City Beach, FL 32407
Rebecca L. Gauthier	11212 Middle Beach Rd., Suite 535 Panama City Beach, FL 32407
Wilbur F. Gauthier	11212 Middle Beach Rd., Suite 535 Panama City Beach, FL 32407

4.3) The terms of office of the directors, other than the members of the first board of directors, shall be fixed by the Bylaws of the corporation, and may be altered by amending the Bylaws.

4.4) Any actions may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present; provided that all directors must be notified of the text of the written action prior to the signing by any of the directors.

4.5) The conditions and terms of and the qualifications for membership in the corporation shall be provided in the Bylaws.

4.6) Members of the corporation shall have no personal liability for corporate obligations.

Article 5 Limitation of corporate powers

5.1) The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

5.2) The corporation shall further its purposes either directly or by making or providing donations, gifts, grants, contributions, loans, guarantees, or subsidies out of the net income or the principal assets of the corporation, or both (without limit as to the amount going to any one recipient or in the aggregate to all recipients), including donations, gifts, grants, contributions or loans to or for the use or benefit of other corporations, organizations, foundations, institutions or governmental bodies, but subject always to the provisions of Section 5.4 hereof.

5.3) In furtherance of such purposes, the corporation shall have authority, subject only to Section 5.4 hereof:

- a) To pursue its purposes and conduct and carry on any and all lawful business or activities in connection therewith or incidental thereto, or any part thereof, in the State of Florida, or in any other state, territory or possession of the United States;
- b) To do any and all acts and things and carry on and conduct all other activities consistent with the purposes set forth above as may be necessary or advisable, suitable, convenient, useful, or expedient in connection with, or incidental to the accomplishment of any of such purposes, to the full extent permitted by the laws of the State of Florida.

5.4) Notwithstanding any other provisions of these Articles of Incorporation, all activities of the corporation shall be carried on and all of its funds shall be used and applied exclusively for the purposes for which this corporation was organized. No part of the net earnings of the corporation shall incur to the benefit of any member, officer, director, or any other individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes, and except that individuals may benefit from grants, and similar payments or contributions made for the purposes for which this corporation was organized, in furtherance of the purposes 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 or intervene in any political campaign on behalf of any candidate for public office, by publishing or distributing statements or otherwise.

5.5) The corporation shall have no capital stock.

5.6) Members of the corporation shall have no personal liability for corporate obligations.

5.7) In the event of liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary or by operation of law, the remaining property and assets of the Corporation after making provision for payment of all liabilities, shall not inure to the benefit of any private person or persons, but all such remaining assets shall revert to International Ministerial Fellowship, a Minnesota Corporation and a 501(c)(3) corporation, which shall have the authority to use or dispose of the property. In the event of sale, the proceeds derived, there from, shall be used in the furtherance of the Gospel of Jesus Christ or charitable purpose. Should the name distributee be unwilling or unable to accept the assets at the time of dissolution, all remaining assets shall be distributed to another organization for religious or charitable purposes according to section 501(c)(3) of the Internal Revenue Code in effect at the adoption of these Articles of Incorporation, or the corresponding

provision of any futuro United States internal revenuo law. No voluntary liquidation, dissolution or winding up of the corporation shall be effected except by duly authorized acts of the members of the corporation as provided in the Bylaws.

Article 6
Initial registered agent and street address

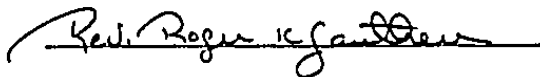
6.1) The initial registered agent and street address is Rev. Roger K. Gauthier; 316 Fan Palm Place, Panama City Beach, Florida, 32408.

Article 7
Incorporators

7.1) The names and addresses of the incorporators are as follows:

Name	Address
Rev. Roger K. Gauthier	11212 Middle Beach Rd., Suite 535 Panama City Beach, FL 32407
Rebecca L. Gauthier	11212 Middle Beach Rd., Suite 535 Panama City Beach, FL 32407
Wilbur F. Gauthier	11212 Middle Beach Rd., Suite 535 Panama City Beach, FL 32407

The undersigned incorporator(s) have executed these Articles of Incorporation this 17th day of May, 1995.



Rev. Roger K. Gauthier

Rebecca L. Gauthier

CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE

FILED
MAY 19 PM 12:19
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is: Roger Gauthier Ministries, Inc.
2. The name and address of the registered agent and office is:
Rev. Roger K. Gauthier
316 Fan Palm Pl.
Panama City Beach, FL 32408

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.

Rev. Roger K. Gauthier
Rev. Roger K. Gauthier

May 17, 1995
Date