

Via Certified Mail

195000003667

LAW OFFICE OF

MARTIN E. WALL

SUITE 207
THE 2001 OFFICE & SHOPPING COMPLEX
2001 NINTH AVENUE
VERO BEACH, FLORIDA 32960-6438

SECRET
MAIL ROOM
VERO BEACH, FLORIDA

MAIL

POST OFFICE BOX 705
VERO BEACH, FLORIDA 32961-0705

TELEPHONE
(407) 569-5600

July 31, 1995

Division Of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314-6327

400001552084
-08/02/95--01069--001
****122.50 ****122.50

Attention: New Filings Section.

Re: New Way Of Life Ministries, Inc., a Florida corporation not for profit.

Dear Friends:

Enclosed, please find the original and one copy of the Articles of Incorporation, for the referenced new entity, together with Registered Agent and Registered Office designations which are attached to the same.

After filing, please send me a certified copy of the Articles.

I enclose my trust account check in the amount of \$122.50, payable to the Secretary of State, for the various fees in regard to this matter.

As always, your assistance will be appreciated.

Sincerely yours,

Martin E. Wall

Martin E. Wall

Enclosures: as stated.

MW:cdn

cc: The Reverend Tim Carlsward

8/3/95

(Signature)

ARTICLES OF INCORPORATION

OF

NEW WAY OF LIFE MINISTRIES, INC.

a Florida corporation not for profit

SECRET
50100-100-100
MILITARY AND NAVAL
PERSONNEL ONLY

I, the undersigned person, hereby subscribe to and present these Articles of Incorporation, for purpose of forming a corporation pursuant to and under the Laws of the State of Florida, as the same provide for the formation, rights, privileges, immunities, and liabilities of a corporation not for profit.

ARTICLE FIRST

NAME

The name of the Corporation is NEW WAY OF LIFE MINISTRIES, INC., and it shall hereinafter be referred to as the "Corporation".

ARTICLE SECOND

DURATION

The Corporation shall have perpetual existence.

ARTICLE THIRD

PURPOSE

The Corporation is formed exclusively for religious and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and any corresponding provisions thereof which may be enacted, and the nature of which shall be as follows:

A. To establish and maintain a Christian assembly, to proclaim the Gospel of Jesus Christ, subject to the doctrine of the Holy Bible and the leading of the Holy Spirit, to train men and women as disciples of Jesus Christ, to ordain Gospel ministers as the Holy Spirit sets them apart for his work, and to reach out beyond ourselves and aid those in the community who are physically and emotionally distressed;

B. To construct, own, maintain, and operate a church, including other buildings to be used for related educational, social, and charitable purposes, which

are necessary to the mission and purpose of a religious congregation, including residence places for the clergy who are in service to the Corporation;

C. To promote and conduct the religious, charitable, benevolent, educational, and mission endeavors and work of a religious congregation;

D. To accept and receive donations and gifts from the members of the Corporation and from other persons and entities, for purpose of the support of the ministry of the Corporation; and

E. To engage in and conduct the affairs and activities which are customary and necessary to Christian assemblies.

The Corporation, including its Board of Directors, Ministers, and Officers, together with all subordinate units for which provision is or shall be made in the By-Laws of the Corporation, by resolution or by other administrative action, shall observe, adhere, and be faithful to the general purposes for which the Corporation is organized, as set forth in this Article Third of these Articles of Incorporation.

ARTICLE FOURTH

POWERS

The Corporation shall have general corporate capacity and shall possess all of the general powers authorized by the Laws of the State of Florida in regard to corporations not for profit; and, it shall exercise and be vested with all of those powers which are permitted to be exercised or vested by a corporation exempt from Federal income taxation pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions thereof which may hereinafter be enacted.

The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law which will prevent it at any time from being qualified as the type of religious and charitable entity described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and contributions to which are deductible for Federal income taxation purposes; nor shall it engage,

directly or indirectly, in any activity which would cause the loss of such Federal exemption.

The Corporation shall never be operated for the primary purpose of carrying on a trade or business endeavor for purpose of profit.

The Corporation shall never engage in any activity which is unlawful under the Laws of the United States of America, the State of Florida, or of any other jurisdiction where its activities are carried on; nor shall it engage in any transaction which is defined so as to be prohibited pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

No solicitation of contributions to the Corporation shall be made and no gift, bequest, or devise to it shall be accepted pursuant to any condition or limitation which, in the opinion of the Corporation, may cause it to suffer the loss of its Federal income tax exemption.

ARTICLE FIFTH

LIMITATION UPON POLITICAL ACTIVITIES AND PAYMENT OF EARNINGS

No part of the substantial activities of the Corporation shall include publicity, propaganda, or other related activity designed or intended to influence legislation and rule making; and, the Corporation shall not participate or intervene in any political campaign in-behalf of any candidate for public office, including the publication, dissemination, and distribution of statements which advocate or oppose a political candidacy.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to members, directors, officers, or other private persons, save that the Corporation may, in its discretion, and it is hereby authorized to pay reasonable compensation for services rendered to and in its behalf, and to make payments in furtherance of those purposes and objects of the Corporation which are set forth in Article Third of these Articles of Incorporation.

Notwithstanding any other provisions contained and set forth in these Articles of

Incorporation, the Corporation shall not carry-on or engage in any other activities prohibited to it as a corporation exempt from Federal income taxation pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions thereof which may henceforth be enacted.

No compensation, loan, or other payment shall be paid or made to any officer, board member, or substantial contributor of the Corporation, save as reasonable compensation for services rendered or as a reasonable allowance for authorized expenditures incurred in its behalf, and no part of its assets or net earnings, current or accumulated, shall ever be distributed to or divided among, inure to, be used for, accrue to, or benefit any persons or entities contrary to the prohibition thereagainst which is set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to subject it to tax pursuant to Section 4942 of the Internal Revenue Code of 1986, as amended.

The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended.

The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended.

The Corporation shall not make any investments in such a manner as would subject it to Federal taxation pursuant to Section 4944 of the Internal Revenue Code of 1986, as amended.

The Corporation shall not make any taxable expenditures as the same are defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

ARTICLE SIXTH

MEMBERSHIP

Any person who believes and professes the teachings and tenets of the Christian faith, as expressed and embodied in the Holy Bible, and who is willing to observe and

adhere to the discipline and ordinances of said tradition, shall be qualified and eligible to become a member of the Corporation, subject to the unanimous vote of the members of the Corporation then present and voting at any regular or special meeting or service of New Way of Life Ministries, Inc.

ARTICLE SEVENTH

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed and conducted by its Board of Directors which shall consist of at least three persons, and the Board of Directors shall be possessed of all necessary authority so as to carry out and conduct the affairs of the Corporation, consistent with these Articles of Incorporation and such By-Laws of the Corporation as it shall adopt. The actual number of Directors of the Corporation, in excess of the minimum number aforewritten, shall be provided for in its By-Laws.

The By-Laws of the Corporation shall set forth and specify the terms of office for members of its Board of Directors.

A quorum of the Board of Directors of the Corporation shall consist of a majority of all Directors then in office, and all actions of the Board of Directors shall be by majority vote of the Directors present at a duly called meeting of the Board of Directors at which a quorum is present.

In accordance with the By-Laws of the Corporation, the Board of Directors shall elect the Officers of the Corporation, including such lesser officers as it shall deem appropriate to the needs of the Corporation. The Officers of the Corporation shall include a President, a Vice President, a Secretary and a Treasurer. The President and Vice President shall also serve as Chairman and Vice Chairman, respectively, of the Board of Directors of the Corporation. The same Officer may concurrently serve as both Secretary and Treasurer of the Corporation, in the discretion of its Board of Directors. Said Officers shall be members of the Board of Directors of the Corporation. The President, Vice President, Secretary and Treasurer of the Corporation

shall be elected to one year terms of office.

Any vacancy on the Board of Directors of the Corporation for an unexpired term of one year or less may be filled by the affirmative vote of a majority of the remaining Directors, even if their number be less than a quorum of Directors.

Members of the Board of Directors of the Corporation shall be elected in accordance with the By-Laws of the Corporation.

The names and addresses of the initial members of the Board of Directors of the Corporation, together with the Offices held by them, are as follows:

Rev. Tim Carlsward	President	1925 Tenth Avenue Vero Beach, Florida 32960
Ray Butler	Vice-President	164 Freeport Cay Vero Beach, Florida 32966
Roy Cole	Treasurer	6050 First Street S.W. Vero Beach, Florida 32968
Rick Foster	Secretary	415 - 37th Avenue Vero Beach, Florida 32968
Rev. Mike Aldridge		1455 - 90th Avenue Vero Beach, Florida 32966

ATC

ARTICLE EIGHTH

INCORPORATORS

The name and address of the Incorporator hereunder is as follows,

to-wit:

Rev. Tim Carlsward	1925 Tenth Avenue Vero Beach, Florida 32960
--------------------	--

ARTICLE NINTH

BY-LAWS

The By-Laws of the Corporation shall be adopted and may be amended and rescinded by majority vote of the members of its Board of Directors; provided, however, that the members of the Corporation shall have the right to adopt, amend, and rescind any by-law

of the Corporation at any regular business meeting of the Corporation, and any such action by the members of the Corporation shall supersede the adoption, amendment, or rescission of a by-law by the Board of Directors.

ARTICLE TENTH

MEETINGS

The annual general meeting of the Corporation, including the election of the members of its Board of Directors, shall be held as set forth in the By-Laws of the Corporation.

Meetings of the Corporation, including regular and special meetings of the Board of Directors, shall be as set forth in the By-Laws of the Corporation.

ARTICLE ELEVENTH

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation shall be situate at 1925 Tenth Avenue, Vero Beach, Indian River County, Florida 32960, which shall also be the mailing address of the Corporation.

ARTICLE TWELFTH

REGISTERED AGENT AND OFFICE

The initial Registered Agent of the Corporation shall be REVEREND TIM CARLSWARD, and the Registered Office of the Corporation shall be situate at 1925 Tenth Avenue, Vero Beach, Indian River County, Florida 32960.

ARTICLE THIRTEENTH

AMENDMENTS

These Articles of Incorporation may be amended by action of its Board of Directors and its members, as appropriate, only in accordance with the provisions set forth and contained in Chapter 617, Florida Statutes, or any corresponding provisions thereof which may henceforth be enacted into law.

ARTICLE FOURTEENTH

DISSOLUTION

In the event of the dissolution of the Corporation, its remaining assets, if any, shall be distributed to one or more religious or charitable organizations or corporations which are exempt from Federal income taxation pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision thereof which may henceforth be enacted into law, and in such manner as a majority of the members of the Corporation shall set fit, upon recommendation of its Board of Directors, so that the remaining assets of the Corporation shall be used only for purpose of carrying-on activities which are consistent with the purposes set forth in Article Third of these Articles of Incorporation. Any such assets not so distributed shall, instead, be distributed by the Courts to one or more organizations for use in such a manner as shall best accomplish the aforestated purposes for which the Corporation is organized.

IN WITNESS WHEREOF, the undersigned Incorporator has made and subscribed to these Articles of Incorporation, for the uses and purposes herein set forth and expressed at Vero Beach, Indian River County, Florida, this 28th day of ~~June~~^{July}, 1995. *TC*

Tim Carlsward
REVEREND TIM CARLSWARD

STATE OF FLORIDA)
)
COUNTY OF INDIAN RIVER)
_____)

A C K N O W L E D G M E N T

PERSONALLY APPEARED, this day, before me, an Officer duly qualified and authorized to take acknowledgments, REVEREND TIM CARLSWARD, to me well known and known to me to be the person who executed the foregoing or attached Articles of Incorporation of NEW WAY OF LIFE MINISTRIES, a Florida corporation not for profit, and he acknowledged to and before me that he made and subscribed to the same, for the uses and purposes therein set forth and contained.

Said REVEREND TIM CARLSWARD is personally known to me and did not take an oath in regard to his acknowledgments of said instrument.

IN WITNESS WHEREOF, see my Hand and Official Seal at Vero Beach, Indian River County, Florida, this 23rd day of ^{July}~~June~~, 1995. ^{MI}



Martin E. Wall
MARTIN E. WALL, Esquire
Notary Public, State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA;
AND, NAMING REGISTERED AGENT FOR SERVICE OF PROCESS

Pursuant to the provisions of Sections 48.091 and 607.0501, Florida Statutes, the following information is hereby submitted to the Division of Corporations of the Florida Department of State, in compliance therewith:

That NEW WAY OF LIFE MINISTRIES, desiring to organize as a corporation pursuant to and under the Laws of the State of Florida, with its Registered Office as indicated in its Articles of Incorporation to be at:

1925 Tenth Avenue
Vero Beach, Indian River County
Florida 32960

has named REVEREND TIM CARLSWARD, of said address, as its Registered Agent, for purpose of accepting service of process within the State of Florida, for and in-behalf of said Corporation.

DATED, this 28th day of ~~June~~ ^{July}, 1995. TPC

NEW WAY OF LIFE MINISTRIES,
a Florida corporation not for profit

by Tim Carlsward
REVEREND TIM CARLSWARD
as Incorporator and as President

A C C E P T A N C E

HAVING BEEN named to accept service of process for and in-behalf of NEW WAY OF LIFE MINISTRIES, a Florida corporation not for profit, at the place set forth above in this Certificate, I hereby accept such designation and agree to act in said capacity as Registered Agent for and in-behalf of said Corporation; and, further, I hereby agree to comply with the applicable provisions of the Florida Statutes, regarding the keeping open of said Registered Office, and I hereby declare that I am familiar with the statutory requirements in regard to said position as Registered Agent.

DATED, at Vero Beach, Indian River County, Florida, this 28th day of ~~June~~ ^{July}, 1995. TPC

Tim Carlsward
REVEREND TIM CARLSWARD
1925 Tenth Avenue
Vero Beach, Indian River County
Florida 32960

as REGISTERED AGENT, for and in-behalf of
NEW WAY OF LIFE MINISTRIES,
a Florida corporation not for profit

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
97 FEB 17 PM 1:11
SECRET
TALLAHASSEE
FLORIDA

NEW WAY OF LIFE MINISTRIES, INC

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

ARTICLE FIRST: SEE ATTACHED SHEET

ARTICLE THIRD: SEE ATTACHED SHEET

ARTICLE FIFTH: SEE ATTACHED SHEET, AMENDING PARAGRAPH ONE ONLY

ARTICLE SIXTH: DELETE

SECOND: The date of adoption of the amendment(s) was: FEBRUARY 12, 1997

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

NEW WAY OF LIFE MINISTRIES, INC.

Corporation Name
Rev. Timothy P. Carlsward

Signature of Chairman, Vice Chairman, President or other officer

REV. TIMOTHY P. CARLSWARD

Typed or printed name

PRESIDENT

Title

FEBRUARY 12, 1997

Date

ARTICLE FIRST AMENDMENT

NAME

The name of the Corporation is FAMILY LIFE INTERNATIONAL, INC., and it shall hereinafter be referred to as the "Corporation".

ARTICLE THIRD AMENDMENT

PURPOSE

The Corporation is formed exclusively for religious and charitable purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and any corresponding provisions thereof which may be enacted, and the nature of which shall be as follows:

A. To establish and maintain a Christian Missionary Organization, to proclaim the Gospel of Jesus Christ, subject to the doctrine of the Holy Bible and the leading of the Holy Spirit, to train men and women as disciples of Jesus Christ, to ordain Gospel ministers as the Holy Spirit sets them apart for His work, and to reach out beyond ourselves and aid those in the world who are spiritually, emotionally, and physically distressed;

B. To construct, own, maintain, and operate buildings to be used for related educational, social, and charitable purposes, which are necessary to the mission and purpose of a Christian Missionary Organization, including residence places for the clergy who are in service to the Corporation;

C. To promote and conduct the Christian, charitable, benevolent, educational, and mission endeavors and work of a Christian Missionary Organization;

D. To accept and receive donations and gifts from persons and entities, for purpose of the support of the ministry of the Corporation; and

E. To engage in and conduct the affairs and activities which are customary and necessary to Christian Missionary Organizations.

The Corporation, including its Board of Directors, Ministers and officers, together with all subordinate units for which provision is or shall be made in the By-Laws of the Corporation, by resolution or by other administrative action, shall observe, adhere, and be faithful to the general purposes for which the Corporation is organized, as set forth in this Article Third of these Articles of Incorporation.

ARTICLE FIFTH AMENDMENT

LIMITATION UPON POLITICAL ACTIVITIES AND PAYMENT OF

EARNINGS

The First Paragraph Shall Read: All Other Paragraphs Remain

The Corporation shall not participate or intervene in any political campaign in-behalf of any candidate for public office, including the publication, dissemination, and distribution of statements which advocate or oppose a political candidacy.