



JAMES L. BERFIELD

Counselor at Law

19500003769

AMERU-LIFE TOWERS
FIRST FLOOR EAST
2536 COUNTRYSIDE BLVD.
CLEARWATER, FL. 34623
(813) 796-2112

July 27, 1995

Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

000001548950
-07/31/95--01003--021
*****70.00 *****70.00

RE: TURNING POINT MINISTRIES, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above referenced non-profit corporation along with Check #3498 from David Malheiro in the amount of \$70.009 to cover the filing fee.

We have also enclosed an additional copy of the Articles and would appreciate receiving a recorded copy back from your office.

Thank you for your assistance in this matter.

Sincerely,

Jim Berfield
James L. Berfield

JLB:s

encl.

10/15 15331
7/31/95
circled
cell
10/15



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1995

JAMES L. BERFIELD
2536 COUNTRYSIDE BLVD. AMERI-LIFE TOWERS
CLEARWATER, FL 34623

SUBJECT: TURNING POINT MINISTRIES, INC.
Ref. Number: W95000015331

We have received your document for TURNING POINT 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):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 495A00036082

ARTICLES OF INCORPORATION
OF
TURNING POINT MINISTRIES, INC.
(Florida NonProfit Corporation)

ARTICLE I
CORPORATE NAME

The name of this corporation is TURNING POINT MINISTRIES, INC.

ARTICLE II
CORPORATE NATURE

This is a non-profit corporation, organized solely for general religious purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. To conduct evangelical services, religious services, to sell tapes or religious services and messages and to sell books relating to religion.
- C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code as amended, including private foundations and private operating foundations.

ARTICLE V
AUTHORIZED CAPITAL STOCK DIVIDENDS

- A. This corporation shall be authorized to issue 7,500 shares of stock having a par value of \$1.00 each.

B. All stock certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation and a description of any preferential rights of stockholders. If such shares are restricted as to their share or purchase, the stock certificates shall bear a legend stating that such shares are restricted in the manner described in the bylaws or any agreement between the shareholders, and that a copy of such bylaws or agreement shall be provided to all stockholders.

C. Except as otherwise prescribed by Florida Law, each share shall entitle the holder thereof to one vote.

ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meeting shall be held at 305 Yatch Club Drive, Ft. Walton Beach, FL 32548 on the 1st working day of January of each year at 1:00 P.M., or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provisions of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Name	Address
David Malheiro	305 Yatch Club Drive Ft. Walton Beach, FL 32548

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

	Name	Address
President:	David Malheiro	305 Yatch Club Drive Ft. Walton Beach, FL 32548
Vice-President	Brenda Malheiro	305 Yatch Club Drive Ft. Walton Beach, FL 32548
Secretary	James Berfield	1466 Flora Rd. Clearwater, FL 34615
Treasurer	David Malheiro	305 Yatch Club Drive Ft. Walton Beach, FL 32548

ARTICLE VII EARNING AND ACTIVITES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article IV hereof.

B. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provisions 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 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 to such organization or organizations organized and operated exclusively for charitable, education, 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 provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws of this corporation.

ARTICLE X SUBSCRIBERS

The names and addresses of the Subscribers of this corporation are as follows: (a minimum of one (1) only is required).

Name	Address
David Malheiro	305 Yatch Club Dr. Fl. Walton Beach, FL 32548

ARTICLE XI AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the corporations Not for Profit Law of the State of Florida, concerning corporate action, that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, education, charitable purposes, and no part of the net

income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII
REGISTERED AGENT AND OFFICE

The address of the corporation's office shall be 305 Yatch Club Drive, Ft. Walton Beach, FL 32548 and the name of its registered agent at said address shall be David Malheiro.

ARTICLE XIV
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 4th day of August, 1995.

WITNESSED BY:

Kathleen L. Koffman
Carole J. Mitchell

DAVID MALHEIRO
DAVID MALHEIRO, Subscriber

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared DAVID MALHEIRO, personally known to me and to me known to be the person who executed the foregoing Article of Incorporation and he acknowledged to and before me, under oath, that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of August, 1995.

James L. Berfield
JAMES L. BERFIELD
Notary Public

My Commission Expires:



JAMES L. BERFIELD
COMMISSION # CC 463728
EXPIRES JUN 2, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

I hereby am familiar with and accept the duties and responsibilities as initial Registered Agent for said corporation.

DAVID MALHEIRO
DAVID MALHEIRO
Registered Agent