

Lawrence G. Lilly

ATTORNEY AT LAW

850 ANASTASIA BOULEVARD
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December 18, 1995

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

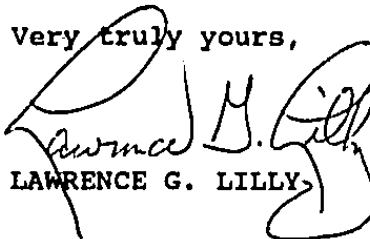
In re: Deacons' Ministry Alliance
of St. Johns County, Inc.

Dear Sirs:

Enclosed please find the original Articles of Incorporation of Deacons' Ministry Alliance of St. Johns County, Inc., for filing. Also enclosed please find my check in the amount of \$122.50 to cover the cost of the filing.

Thank you for your assistance in this matter.

Very truly yours,


LAWRENCE G. LILLY

LGL/sl
Enclosures

FILED
95 DEC 22 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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DEACONS' MINISTRY ALLIANCE OF ST. JOHNS COUNTY, INC.
(A Florida Not For Profit Corporation) TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation.

Article I

The name of the corporation is Deacons' Ministry Alliance of St. Johns County, Inc. The principal address of the corporation at the time of incorporation is 116 Julia Street, City of St. Augustine, County of St. Johns, Florida.

Article II

The corporation shall have perpetual duration. Corporate existence shall commence on the date these articles of incorporation are filed by the Department of State.

Article III

The corporation is a not for profit corporation. The purpose or purposes for which the corporation is organized is, in service to Christ, to:

[a] aid and assist people in need who are citizens of St. Johns County, on a non-discriminatory basis, regardless of church affiliation, race, or national origin. This aid and assistance may be in any form, including counseling, education, or financial assistance.

[b] The general purposes for which this corporation is formed are to operate exclusively 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 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

[c] This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article IV

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. Members of the corporation shall be those Deacons of the Christian Churches in St. Johns County who elect to become members and who meet the non-discriminatory qualifications set forth in the bylaws. The qualifications of the members

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other document filed under any provision of law that 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 of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

Article VII

The name and address of each incorporator is as follows:

Gary Robinson 81 Keith Street, St. Augustine, FL 32084

The board of directors shall elect the following officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be elected at the annual meeting of the board of directors and shall serve until the next annual meeting. The current officers are reflected herein.

Article VIII

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

Article IX

The property of this corporation is irrevocably dedicated to religious or 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.

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under such code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article X

Amendments to these articles of incorporation may be adopted by the board of directors by a majority vote of the directors then in office.

In witness whereof, the undersigned incorporator has executed these articles of incorporation on December 14, 1995.

Gary Robinson
Gary Robinson

14 day of December, 1995, by Gary Robinson, who is known to me personally, or who has produced his Drivers License (or ID Card), Number _____, as identification, and who did not take an oath.

Lawrence G. Lilly
Notary Public, State of Florida

of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

Article V

The street address of the corporation's initial registered office is 81 Keith Street, City of St. Augustine, County of St. Johns, Florida, and the name of the corporation's initial registered agent at such address is Gary Robinson.

Article VI

The following persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors. They shall serve as corporate officers in the capacities indicated until replaced at a subsequent meeting.

NAME	ADDRESS
Henry Strickland President	116 Julia Street, St. Augustine, FL 32095
Anthony Dailey Vice-President	55 N. Whitney Street, St. Augustine, FL 32095
Raymond Fisher Treasurer	33 Knowlton Street, St. Augustine, FL 32095
David Nelson Ass't. Treasurer	1008 Collier Boulevard, St. Augustine, FL 32095
Gary Robinson Secretary and Business Manager	81 Keith Street, St. Augustine, FL 32084

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be at least three at all times; provided, however, the number of directors may be increased or decreased by a bylaw duly adopted pursuant to the bylaws of this corporation. Their qualifications shall also be established in the Bylaws.

Directors shall serve for a term of two years until the second annual meeting of members following their election as directors and until the qualification of the successors in office. Annual meetings shall be held in St. Johns County, Florida, at each regularly scheduled October meeting of the Board of Directors, 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 the board of directors under any provision of law may be taken without a meeting, if all the 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

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

DEACONS' MINISTRY ALLIANCE OF ST. JOHNS COUNTY, INC., desiring to organize or qualify under the laws of the State of Florida, has named Gary Robinson, 81 Keith Street, St. Augustine, Florida 32084, as it's agent to accept service of process within Florida.

Dated: December 14, 1995

Gary Robinson
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent 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. 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 as set forth in Florida Statute 617.0503.

Dated: December 14, 1995

Gary Robinson
GARY ROBINSON
Registered Agent