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ARTICLES OF INCORPORATION
OF

SHANNON HILLIARD MINISTRIES, INC.
A Florida Nonprofit Corporation

FILED
55 FEB -7 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

The name of the corporation shall be:

SHANNON HILLIARD MINISTRIES, INC.

The address of the principal office of this corporation shall be 1469 10th Court, NE, Winter Haven, Florida 33882, and the mailing address of the corporation shall be P.O. Box 1324, Winter Haven, FL 33882.

ARTICLE II

The Board of Incorporators of Shannon Hilliard Ministries, Inc., for clarity is also referred to as the Board of Directors and its duties shall not be confused with any other board, special societies, auxiliaries, or departments; and is supreme decision making body, with ultimate authority in all matters within the Shannon Hilliard Ministries organization. The other and further purposes and powers of Shannon Hilliard Ministries, hereinafter termed church, are as follows:

A. Said corporation is organized exclusively for charitable, religious, education, literary and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

B. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

C. To conduct religious, missionary and educational services, activities and projects.

D. To conduct, supervise, oversee, protect and preserve the fiscal matters of the church.

E. To delegate all activities, operations, and duties respecting the financial and budgeting affairs of the church.

F. To hold in trust all real, personal, and mixed property, interests and rights of the church, whether general or local in character, or titled in any department, society, agency, auxiliary or board. The Board of Directors herein shall be amended by the General Organizational Conference of Shannon Hilliard Ministries.

G. No personal or real property, movable or immovable, mixed, corporeal or incorporeal, or any other thing of value not held by or under the jurisdiction of any division, branch or affiliate shall be sold, donated or mortgaged, conveyed, transferred, abandoned, and/or encumbered without the written approval of the Board of Directors, signed by the Board of Directors Chairman.

Notice is hereby given to whom it may concern that the right, power and authority to sell, donate, mortgage, convey,

transfer, abandon, or encumber personal or real property, movable or immovable, mixed, corporeal, or any thing of value held under the jurisdiction of Shannon Hilliard Ministries lies solely and exclusively under the authority and administration of the Board of Directors/Board of Incorporators of Shannon Hilliard Ministries.

II. The pastor shall be the Board of Directors Chairman, and the chairperson of all boards, societies and auxiliaries. The pastor may appoint a chairperson (Pro Tempore) to act in his or her absence. All business conducted in the absence of the chairman (pastor) shall be subject to his/her veto.

I. The chairman shall nominate the number of members for the Board of Directors needed and submit it at the organization conference of Shannon Hilliard Ministries at which time it shall be confirmed, or if seen proper, rejected. The number of Board of Directors members so nominated and confirmed shall not be less than three and no more than nineteen, and shall serve for a term of one year, or be appointed annually. The pastor (chairman) may serve an unlimited term.

ARTICLE III

The manner in which the directors are to be elected or appointed is as stated in the bylaws.

ARTICLE IV

The initial registered office in the State of Florida is to be located at 720 42nd Street, Davenport, Florida. The name of the initial registered agent of the corporation at that address is Shannon Hilliard.

ARTICLE V

The names and addresses of the incorporators of these Articles are:

Names	Addresses
Shannon L. Hilliard	1469 10th Court, NE Winter Haven, FL 33882
Charles C. Hilliard	1469 10th Court, NE Winter Haven, FL 33882
Orestes A. Cobb	1205 12th Street Sanford, FL 32771

ARTICLE VI

This corporation is to exist perpetually.

ARTICLE VII

The officers of the corporation shall consist of a President, Secretary and Treasurer. Other officers may be provided for in the Bylaws. The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Title	Names	Addresses
President	Shannon L. Hilliard	1469 10th Court Winter Haven, FL 33882
Secretary	Orestes A. Cobb	1205 West 12th Street Sanford, FL 32771
Treasurer	Charlie C. Hilliard	1469 10th Court, NE Winter Haven, FL 33882

ARTICLE VIII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to

any limitation set forth in these Articles of Incorporation. This corporation shall have three directors, initially. The names and addresses of the initial members of the Board of Directors are:

Names	Addresses
Shannon L. Hilliard	1469 10th Court, NE P.O. Box 1324 Winter Haven, FL 33882
Charlie C. Hilliard	1469 10th Court, NE P.O. Box 1324 Winter Haven, FL 33882
Orestes A. Cobb	1205 West 12th Street Sanford, FL 32771

ARTICLE IX

The corporation is organized, and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act.

ARTICLE X

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section #501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be distributed to the federal government, or to a State or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned have signed these Arti-

cles of incorporation on this 31 day of January,

Shannon L. Hilliard
Shannon L. Hilliard

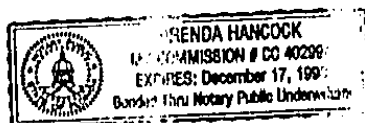
Charlie C. Hilliard
Charlie C. Hilliard

Orestes A. Cobb
Orestes A. Cobb

STATE OF FLORIDA
COUNTY OF POLK

Before me personally appeared, SHANNON L. HILLIARD, CHARLIE C. HILLIARD and ORESTES A. COBB, to me well known and know to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS our hands and official seals on this 31 day of January, 1996.



Brenda Hancock
Brenda Hancock, Notary Public
My Commission Expires: 12/17/98

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

That SHANNON HILLIARD MINISTRIES, INC., desiring to organizing under the laws of the State of Florida, with its principal office as indicated in the Articles of Corporation, has named SHANNON L. HILLIARD, of 720 42nd Street, Davenport, Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Shannon L. Hilliard
Shannon L. Hilliard