

WELLS, BROWN & BRADY, P. A.

ATTORNEYS AND COUNSELLORS AT LAW
801 SOUTH PALAFOX STREET
PENSACOLA, FLORIDA 32501
(904) 433-7848
FAX (904) 433-8181

GERALD L. BROWN
THOMAS M. BRADY
CHARLES P. HOSKIN
DONALD A. ROARK

REPLY TO:
POST OFFICE BOX 12864
PENSACOLA, FL 32573-2864

GORDON W. WELLS
RETAINED

N 96000000816

February 7, 1996

Florida Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

Re: Higher Hope Ministries, Inc.

Dear Sirs:

600001713236
-02/13/96--01062--005
*****70.00 *****70.00

Enclosed are the original of the Articles of Incorporation for Higher Hope Ministries, Inc., a Florida not for profit corporation and a check from our firm account in the amount of \$70.00 representing your fee for filing the Articles of Incorporation and designation of registered agent.

Please file the Articles and return a Notice of Filing and Document Number to my office.

Thank you for your assistance. Should you have any questions, please give me a call.

Very truly yours,

Charles P. Hoskin
CHARLES P. HOSKIN

CPH:sw
Enclosures
cc: Mr. Stan Pritchett

FILED
96 FEB 12 AM 8:54
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HIGHER HOPE MINISTRIES, INC.

FILED
95 FEB 12 AM 8:54
TALLAHASSEE, FLORIDA

The undersigned incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes (1995), hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is HIGHER HOPE MINISTRIES, INC.

ARTICLE II

The street address of the initial principal office and the mailing address of the corporation is 815 Westmoreland Lane, Cantonment, Florida 32533.

ARTICLE III

The purpose for which the corporation is organized is to engage in Christian evangelical ministries and spread the gospel.

ARTICLE IV

The manner in which the directors are to be elected or appointed are set forth in the bylaws of the corporation.

ARTICLE V

The street address of the corporation's initial registered office and the name of its initial registered agent at that address are: Stan Pritchett, 815 Westmoreland Lane, Cantonment, Florida 32533.

ARTICLE VI

The name and address of the incorporator is Stan Pritchett, 815 Westmoreland Lane, Cantonment, Florida 32533.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 5th day of ^{FEBRUARY 9th} January, 1996.

Stan Pritchett
STAN PRITCHETT

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the corporation at the place designated in these Articles, I hereby accept appointment as registered agent and agree to comply with the provisions of the Florida Not For Profit Corporation Act concerning the obligations of registered agent.

Stan Pritchett
STAN PRITCHETT

The foregoing instrument was acknowledged before me this 5th day of ^{FEBRUARY 9th} January, 1996, by Stan Pritchett who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

John Dany
NOTARY PUBLIC

Printed Name: JOHN DANY

JOHN DANY
"Notary Public-State of FL"
Comm Exp. Nov. 6, 1998
Comm. No. CC 417498

N96000000816

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Higher Hope ministries,
Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

600001370725
 -10/10/96--01059--005
 ****87.50 ****87.50

96 OCT 10 11:03:33
 96 OCT 10 PM 12:02
 RECEIVED
 DIVISION OF CORPORATION

N. HENDRICKS OCT 11 1996

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY Artie

WALK-IN Will Pick Up 10/10/96

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 10, 1996

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: HIGHER HOPE MINISTRIES, INC.
Ref. Number: N96000000816

We have received your document for HIGHER HOPE MINISTRIES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state that member approval was not required or that there are no members.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 596A00046290

AMENDMENT TO ARTICLES OF INCORPORATION
OF

HIGHER HOPE MINISTRIES, INC.

FILED
96 OCT 10 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned directors of HIGHER HOPE MINISTRIES, INC., a Florida not for profit corporation, hereby adopt the following amendment to the Articles of Incorporation pursuant to Section 617.1002(1)(d) Florida Statutes (1995):

There are no members

ARTICLE VII

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this

document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

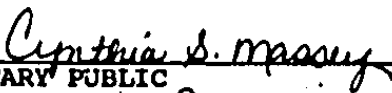

All other articles of the initial Articles of Incorporation shall remain in full force and effect and remain unchanged.

DATED: October 7, 1996.


STAN PRITCHETT, Director
President


TIM WHEAT, Director

The foregoing instrument was acknowledged before me this 8th
day of October, 1996, by Stan Pritchett and Tim Wheat who are
personally known to me or who have produced
_____ as identification and who did (did not)
take an oath.


NOTARY PUBLIC
Printed Name: Cynthia S. Massey
 CYNTHIA S. MASSEY
MY COMMISSION # CG 428718
EXPIRES: December 14, 1998
Bonded Three Notary Public Underwriters