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Certified Public Accountants

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

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-02/07/96--01039--016
****122.50 ****122.50

SUBJECT: HAYES FREEDOM FOUNDATION, INC.

Enclosed is an original and one (1) copy of the articles of incorporation
and a check for \$122.50 to cover the fees for filing and certified copy.

Regards,

Nicholas T. Simonic
Certified Public Accountant

NTS/gs
enclosures

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96 FEB 20 PM 1:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 2/20/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 12, 1996

NICHOLAS T. SIMONIC
8280-5 PRINCETON SQUARE BLVD W
JACKSONVILLE, FL 32256

SUBJECT: HAYES FREEDOM FOUNDATION, INC.
Ref. Number: W96000003152

We have received your document for HAYES FREEDOM FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 296A00006071

**ARTICLES OF INCORPORATION
OF
HAYES FREEDOM FOUNDATION, INC.**

(A Florida Corporation Not For Profit)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby associate for the purpose of constituting a Non-Profit Foundation, to operate in accordance with the laws of God and in a non-profit corporate form pursuant to the applicable provisions of the Statutes of the State of Florida relative to corporations not for profit; and Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law and I hereby covenant and agree as follows:

ARTICLE I - NAME

The name of this corporation is: **HAYES FREEDOM FOUNDATION, INC.** and its principal office shall be in the city of St. Augustine, St. Johns County, Florida, or at such other place as the Board of Trustees may decide.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS

The office address and the mailing address of the principal office is:

**1797 OLD MOULTRIE ROAD, #101
ST. AUGUSTINE, FL 32086**

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV - PURPOSES

The objectives and purposes for which this Corporation is constituted and organized are:

1. The purposes for which the Corporation is organized are exclusively religious, charitable, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. To educate, teach, counsel, and instruct all people by any and all means, about the doctrines, teachings and information contained in the Holy Bible and derived from this historic Christian faith;
3. To recognize, support and cooperate with various ministries established by God to equip believers to fulfill their respective functions as members of the body of Christ and to bring the whole body of Christ to maturity and completion.

ARTICLE V - OFFICERS

The affairs of this corporation shall be administered by its officers which shall be a president, vice president, a secretary/treasurer, all of whom shall be members of the Board of Trustees; and such other assistants or administrative officers as are determined by the Board of Trustees from time to time. The Board of Trustees shall appoint the officers and the officers shall serve at the pleasure of the Board of Trustees; provided, however, that any person dealing with the corporation shall be entitled to rely upon the documents signed on behalf of the corporation by its president with its corporate seal thereto affixed and attested to by its secretary. The initial officers of this corporation shall be as follows:

| | |
|-----------------|---------------------|
| James Hayes | President |
| Thomas Humphrey | Secretary/Treasurer |

ARTICLE VI - BOARD OF TRUSTEES

The Board of Trustees is that group of persons vested with the management of both the spiritual and secular business and affairs of this corporation subject to the law, the Articles of Incorporation and the By-Laws.

The names and street addresses of the initial trustees of this corporation, who shall hold office for the first year or until his successor or successors are elected and have qualified shall be:

| <u>Name</u> | <u>Address</u> |
|---------------------|--|
| James D. Hayes | 620 Howard Place, St. Augustine, FL 32086 |
| Nicholas T. Simonis | 8280-5 Princeton Square Blvd., W, Jacksonville, FL 32256 |
| Thomas Humphrey | 1797 Old Moultrie Rd., #101, St. Augustine, FL 32086 |

The number of Trustees of this corporation shall not be less than three at any time. Until further amendment of the By-Laws, the number of Trustees may vary from time to time between a minimum of three and a maximum of nine. The manner of election will be stated in the By-Laws.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

Nicholas T. Simonie
8280-5 Princeton Square Blvd. West
Jacksonville, Florida 32256

ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. The Board of Trustees may authorize any officer or officers, agency or agents of the corporation, to enter into contracts or execute and deliver instruments in writing in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by each officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 3. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation, which purposes shall not violate any provisions of SEC 501(c)(3) of the Internal Revenue Code.

ARTICLE IX - BY-LAWS

The Board of Trustees shall provide the By-Laws for the conduct of its business and the business of this Corporation as the Board of Trustees may deem necessary from time to time. Such By-Laws may be amended, altered, or rescinded by a majority of its vote of the Board of Trustees present at any regular meeting or any special called meeting which is called for that purpose.

ARTICLE X - ACTIVITIES

Notwithstanding any other provision 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 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE XI - DISSOLUTION

This Corporation may be dissolved only pursuant to the agreement of the Board of Trustees. 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 the corresponding provision 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - INCORPORATOR

The name and the street address of the incorporator for these articles of incorporation is:

James D. Hayes Jr. *JH*
620 Howard Place
St. Augustine, FL 32086

The undersigned incorporator has executed these Articles of Incorporation this 30th
day of JANUARY, 1996.

James D. Hayes Jr.
James D. Hayes

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: **HAYES FREEDOM FOUNDATION, INC.**
2. The name and address of the registered agent and office is:

**Nicholas T. Simonie
8280-5 Princeton Square Blvd., West
Jacksonville, FL 32256**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and 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.

Signature

Nicholas T. Simonie

Date

2-16-96