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STEVENS LEGAL SERVICES
362 W. STORY RD.
OCOE, FL 34761
407-877-2545

January 16, 1996

Secretary of State
Corporate Division
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32301

Re: WIZE UP MINISTRIES, INC.

000001701250
-01/30/96--01059--007
****122.50 ****122.50

Gentlemen:


Enclosed are an original and a copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is my company check in the sum of \$122.50, covering the fees and charges for the items listed below, as indicated:

1. Articles Of Incorporation filing fee, \$35.00
2. Certified copy of Articles Of Incorporation, \$52.50
3. Registered Agent Designation Filing Fee, \$35.00

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,


IRVIN J. STEVENS

IJS/ijs

Enclosures

AL FEB 26 1995

96 FEB 26 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 2, 1996

IRVIN J. STEVENS
362 W. STORY RD.
OCOOEE, FL 34761

SUBJECT: WIZE UP MINISTRIES, INC.
Ref. Number: W96000002555

We have received your document for WIZE UP MINISTRIES, 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):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 796A00004688



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 14, 1996

IRVIN J. STEVENS
362 W. STORY RD.
OCOE, FL 34761

SUBJECT: WIZE UP MINISTRIES, INC.
Ref. Number: W96000002555

You failed to make the correction(s) requested in our previous letter.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 496A00006494

ARTICLES OF INCORPORATION
OF
WIZE UP MINISTRIES, INC.
(A FLORIDA Nonprofit Corporation)

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96 FEB 26 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be WIZE UP MINISTRIES, INC..

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the DEPARTMENT OF STATE, CORPORATE DIVISION, FLORIDA. This corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

ARTICLE III. PURPOSE

This corporation is being formed for the purpose of DISTRIBUTING CHRISTIAN PRODUCTS TO NON-PROFIT MINISTRIES FOR YOUTH SPONSORED GROUPS EVENTS engaging in the transaction of any and all activities permitted under the laws of FLORIDA and the United States Of America.

This corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of FLORIDA relative to nonprofit corporations, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

However, this corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in the applicable sections of the Internal Revenue Code.

Articles Of Incorporation Of WIZE UP MINISTRIES, INC.

ARTICLE V. MEMBERSHIP

Any person who agrees to be bound by these Articles Of Incorporation, the corporate Bylaws, and any rules and regulations which the Board Of Trustees may from time to time adopt, who completes a membership application form and submits it to the Board Of Trustees, and who pays the applicable dues, if any, is eligible and qualified for membership in this corporation.

The corporate Bylaws may provide the Board Of Trustees further discretionary powers relating to the admission of members.

ARTICLE VI. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Trustees.

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

ARTICLE VII. BOARD OF TRUSTEES

This corporation's initial Board Of Trustees shall have 3 trustees. The number of trustees may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than THREE

The trustees of this corporation must, at all times, be members of this corporation. Only a member of this corporation may serve as a trustee of this corporation.

The trustees shall be elected annually by this corporation's members. The manner of the election of the trustees shall be specified in the corporate Bylaws.

The trustees named herein, comprising the initial Board Of Trustees, shall hold office until their successors are duly qualified.

Articles Of Incorporat. on Of WIZE UP MINISTRIES, INC.

The name and address of each individual who shall serve as a member of the Initial Board Of Trustees are:

MICHAEL J. MILLER
514 SHUMARD OAKS CT.
OCOE, FL 34761

ELIZABETH MILLER
514 SHUMARD OAKS CT.
OCOE, FL 34761

CHRIS LYBARGER
514 SHUMARD OAKS CT
OCOE, FL 34761

ARTICLE VIII. OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board Of Trustees. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Trustees' meeting, or until their successors are elected and qualified.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President	MICHAEL J. MILLER
Vice President	ELIZABETH MILLER
Secretary	ELIZABETH MILLER
Treasurer	CHRIS LYBARGER

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

514 SHUMARD OAKS CT
OCOE, FL 34761.

The name of the individual who shall serve as this

Articles Of Incorporation Of WIZE UP MINISTRIES, INC.

corporation's initial registered agent at that address is:

MICHAEL J. MILLER.

ARTICLE XI. INCORPORATORS

The name and residence address of each of the subscribers to these Articles Of Incorporation are:

MICHAEL J. MILLER.
514 SHUMARD OAKS CT.
OCOE, FL 34761

ELIZABETH MILLER
514 SHUMARD OAKS CT.
OCOE, FL 34761

CHRIS LYBARGHER
1068 SPRING LANDING DR.
WINTER GARDEN, FL 34787

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96 FEB 26 PM 10 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XII. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board Of Trustees. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board Of Trustees in the manner provided therein, provided that they are not inconsistent with the provisions of these Articles Of Incorporation. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

ARTICLE XIII. AMENDMENTS

Amendments to these Articles Of Incorporation may be proposed by a resolution adopted by the Board Of Trustees and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a vote of TWO of the quorum of this corporation's members.

The undersigned, constituting this corporation's designated registered agent and this corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of FLORIDA, have executed these Articles Of Incorporation, on the dates indicated next to their signatures.


SUBSCRIBER: MICHAEL J. MILLER FEBRUARY 7, 1996
DATE

Articles Of Incorporation Of WIZE UP MINISTRIES, INC.

Subscriber: MICHAEL J. MILLER

Date

Edw Miller
Subscriber: ELIZABETH MILLER

FEBRUARY 7, 1996
Date

Chris C. Lybarger
Subscriber: CHRIS LYBARGER

FEBRUARY 7, 1996
Date

I hereby accept my designation as resident agent and agree to serve as the resident agent of WIZE UP MINISTRIES, INC.. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for WIZE UP MINISTRIES, INC..

Michael J. Miller
MICHAEL J. MILLER - Registered Agent

State Of FLORIDA
County Of ORANGE

On FEBRUARY 19, 1996, MICHAEL J. MILLER, designated above as the individual who shall serve as the corporation's initial registered agent, and the individuals, designated above as the subscribers to these Articles Of Incorporation, all of whom produced FLORIDA driver's licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of WIZE UP MINISTRIES, INC..

Irvin J. Stevens
Notary Public



IRVIN J. STEVENS
Notary Public

Commission Expiration Date & Commission Number:

(SEAL)

Articles Of Incorporation Of WIZE UP MINISTRIES, INC.