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FILED

3218 Melaleuca Drive
West Palm Beach, FL 33406
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 16, 1996

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

4000017232314
-02/23/96--01034--010
*****35.00 *****35.00

Re: RevivUs, Inc.
International

Gentlemen:

4000017232314
-02/23/96--01034--010
*****35.00 *****35.00

Enclosed herewith please find original Articles of Incorporation for RevivUs, Inc. Please file these articles at your earliest convenience. I have enclosed a check in the amount of \$35.00 payable to the Secretary of the State for the filing fees. I have also included the original Certificate of Designation of Registered Agent/Registered Office and a check for \$35.00 for the filing fee.

Please do not hesitate to contact me if you have any questions regarding this request. I can be reached at (407) 641-0411. Thank you for your time and attention to this matter.

Sincerely,

Sheri Bautz
Sheri Bautz

2/27/96

ARTICLES OF INCORPORATION
FOR
REVIVUS INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - Name

The name of the corporation shall be:
RevivUs International, Inc. (hereinafter "Corporation").

ARTICLE II - Place of Business

The principal place of business and the mailing address of this corporation shall be:

3220 Melaleuca Drive
West Palm Beach, Florida 33406

ARTICLE III - Purpose

The specific purposes for which the corporation is organized are:

The purpose for which the Corporation is organized is to operate exclusively for charitable, educational, scientific, and literary purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal laws); and within such limits, to provide respite services for ministers and other persons who have experienced severe stress and trauma in connection with their services to religious and other institutions and to exercise all powers available to corporations organized pursuant to Chapter 617, Florida Statutes.

ARTICLE IV - Manner of election of Directors

The manner in which the directors are elected or appointed is as follows:

The Directors shall be elected by the Board from time to time, but not less frequently than annually.

ARTICLE V - Limitation of Corporate Powers

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by operation of law, or upon amendment of the Articles of Incorporation:

(a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

(b) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, Directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article III hereof.

(c) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or of otherwise attempting to influence legislation, unless Section 501(h) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), shall apply to the Corporation, in which case the Corporation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified. The Corporation shall not in any manner or to any extent participate in, or intervene in (including the

publishing or distributing of statements), any political campaign on behalf of any candidate for public office, nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(d) Neither the whole, or any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in Article III hereof.

(e) (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(3) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(4) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(5) The Corporation shall not make any taxable expenditures that would subject it to tax under Section 4945(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(f) Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one

or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

ARTICLE VI - Registered Agent and Address

Sharon L. Bautz
3218 Melaleuca Drive
West Palm Beach, Florida 33406

ARTICLE VII - Name and Address of Incorporator

SHARON L. BAUTZ
3218 Melaleuca Drive
West Palm Beach, Florida 33406

ARTICLE VIII - Initial Directors

The Name and Address of the Initial Directors are:

Sharon L. Bautz
3218 Melaleuca Drive
West Palm Beach, Florida 33406

Frank A. Bautz, Jr.
3218 Melaleuca Drive
West Palm Beach, Florida 33406

S. Edward Bradford
667 East Lake Parkway
Marietta, Georgia 30062

The undersigned incorporator has executed these Articles of Incorporation this 21st day of February, 1996.

INCORPORATOR:


SHARON L. BAUTZ

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

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Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned, a corporation, organized under the laws of the state of Florida, submits the following information designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: REVIVUS, INTERNATIONAL, INC.

2. The name and address of the registered agent and office is:

Sheri Bautz

(Name)

3218 Melaleuca Drive

(P.O. Box NOT acceptable)

West Palm Beach, Florida 33406

(City/State/Zip)

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 By: Sheri Bautz

Sheri Bautz

DATE

February 16, 1996

REGISTERED AGENT FILING FEE: \$35.00