

N96000001771

March 23, 1996

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

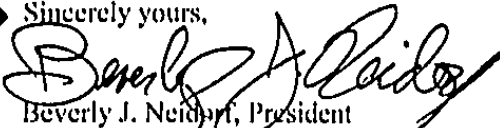
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*****70.00 *****70.00

Dear Sirs:

Enclosed please find the Articles of Incorporation and by-laws for Face to Face Ministries Inc. and my check totalling: \$70.00 for the Nonprofit Corporation Filing Fee and Designation of Registered Agent.

Please notify me when the documentation is complete.

Sincerely yours,



Beverly J. Neidart, President
FACE TO FACE MINISTRIES INC.
4266 West Highway Thirty-A
Santa Rosa Beach, FL 32459

FILED
96 MAR 26 10:35 AM
TALLAHASSEE, FLORIDA

APR 2 1996

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ARTICLES OF INCORPORATION
OF
FACE TO FACE MINISTRIES, INC.

FILED
96 MAR 26 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is FACE TO FACE MINISTRIES INC.

ARTICLE II
DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the filing of these articles.

ARTICLE III
CORPORATE PURPOSES

This corporation is not formed for pecuniary or financial gain, and is organized exclusively for charitable, religious, and educational purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Law).

Except as permitted by Chapter 617 of Florida statutes and the Internal Revenue Code, no part of assets, income, or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay any reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles. No substantial part of the activities of the corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the corporation 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 these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Law) or (b) by a corporation's contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law).

ARTICLE IV
MEMBERSHIP

The membership of the corporation shall be divided into such classes and enjoy such rights and privileges and may be subject to such terms and conditions as may be prescribed in the

by-laws of the corporation. The initial classes of membership shall be active and honorary.

ARTICLE V
RIGHTS AND LIABILITIES

The corporation shall not issue capital stock and shall not be operated for profit. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, for the federal, state, or local government for exclusive public purpose. The members of the Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

ARTICLE VI
FEES AND DUES

The membership shall be subject to such fees and dues as may be set forth in the by-laws.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors composed of three (3) active members of the corporation elected by the active members of the corporation at a duly constituted meeting as prescribed in the by-laws. The number of directors may be either increased or diminished from time to time by the by-laws. The names and addresses of the initial Board of Directors are:

Joseph M. Cummings	16400 Castille Ave. Panama City Beach, FL 32413
Carolyn J. Weis	RR 4 Box 19-B Defuniak Springs, FL 32433
Beverly J. Neidorf	4266 West Hwy 30-A Santa Rose Beach, FL 32459

ARTICLE VIII
INITIAL OFFICERS

The officers of the corporation, shall be elected by the directors as prescribed in the by-laws of the corporation. The initial officers shall serve for a term of one (1) year or until their successors are duly elected and qualified, are as follows:

President	Beverly J. Neidorf
Vice President	Joseph M. Cummings
Secretary	Carolyn J. Weis
Treasurer	Carolyn J. Weis

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is:

Beverly J. Neidorf	4266 West Hwy 30-A
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Santa Rosa Beach, FL 32459

ARTICLE X
REGISTERED AGENT

The address of the initial registered office of the corporation shall be 4266 West Hwy 30-A, Santa Rosa Beach, Florida, 32459. The corporation's principal office and the registered office address are the same, and the name of the initial registered agent at such address shall be Beverly J. Neidorf.

ARTICLE XI
AMENDMENTS

Unless otherwise provided in the by-laws, the Articles of Incorporation may be amended by a majority vote of the active members present and voting at a regular membership meeting, providing said amendment is proposed by an active member at the meeting preceding the meeting at which the amendment is to be voted upon.

ARTICLE XII
BY-LAWS

The directors shall adopt such by-laws and amendments thereof as shall from time to time be required, provided said by-laws are not inconsistent with these Articles of Incorporation or with the laws of the State of Florida. Unless otherwise provided in the by-laws, said by-laws may be adopted or amended by a majority vote of the directors present and voting at any regular meeting of the directors.

ARTICLE XIII
INDEMNIFICATION

The corporation shall indemnify every officer and director of the corporation against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer, or director in connection with any action, suit, or other proceeding to which he may be made a party by reason of being or having been an officer or director of the corporation whether or not such person is an officer at the time such expenses are incurred. The officers and directors of the corporation shall not be liable to the members of the corporation for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct of bad faith. The officers and directors of the corporation shall have no personal liability with respect to any contract or other commitment made by them in good faith on behalf of the corporation and the corporation shall indemnify and hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right of indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the corporation may be entitled.

ARTICLE XIV
CORPORATE POWERS

The corporation shall have and possess all powers necessary to conduct its affairs and to carry out the purposes for which it is

organized, together with all powers conferred upon such corporations by the laws of the State of Florida, provided, however, that only such purposes and powers shall be exercised as are in the furtherance of the purposes and objects for which the Corporation is formed, and in all events, upon any dissolution of final liquidation of the Corporation, distribution of the net assets of the Corporation remaining after payment of all of the debts and obligations of the Corporation shall be made as provided in the by-laws or in a plan of dissolution provided that no part of the net earnings or assets shall inure to the benefit of any individual member or members, officers, or directors. Any by-law or plan of dissolution must be in compliance with the requirements of Article V above.

IN WITNESS WHERE OF, the undersigned subscribers have executed these Articles of Incorporation this 18th day of March, 1996.

Beverly J. Neidorf
BEVERLY J. NEIDORF

STATE OF FLORIDA

COUNTY OF WALTON

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared BEVERLY J. NEIDORF, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 18 day of March, 1995.

Tamera J. Werster
NOTARY PUBLIC
My Commission Expires: 12/12/97



TAMERA J. WERSTER
My Commission CC335785
Expires Dec. 12, 1997

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED:

Pursuant to Section 48.091, Florida Statutes, the following is submitted: FACE TO FACE MINISTRIES, INC., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 373 McKenny Rd. Santa Rosa Beach, Florida 32459, has named Christopher W. Webster at this address as its agent to accept service of process within the State of Florida.

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


BEVERLY J. NEIDORF
Resident Agent

FILED
96 MAR 26 AM 10:35
TALLAHASSEE, FLORIDA