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LAW OFFICES

EDWARD P. JORDAN II, P.A.

ATTORNEYS & COUNSELORS AT LAW

13543 EAST HIGHWAY 50

CLERMONT, FL 34711

Tel (352) 394-1000

EDWARD P. JORDAN II
DIRECT FAX (352) 394-2999

COMPUTER FAX (352) 394-2886

March 22, 1996

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

Re: *Articles of Incorporation for
Beulah Mae Woodard Scholarship Foundation, Inc.
and In His Care Medical Ministries, Inc.*

Dear Sir/Madam:

Enclosed herewith are two (2) checks in the amounts of \$122.50 to cover the filing of the enclosed Articles of Incorporation for Beulah Mae Woodard Scholarship Foundation, Inc. and In His Care Medical Ministries, Inc. non-profit organizations. Please furnish the undersigned with a certified copy of the Articles of Incorporation.

Your prompt attention and cooperation will be appreciated.

Very truly yours,

Edward P. Jordan II

EDWARD P. JORDAN, II

EPJ:imc

Wanna
Article VIII
Directors
AUTHORIZATION BY PHONE TO
CORRECT *Art VIII*
DATE *4-9-96*
DOC. EXAM. *bl*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 APR -1 AM 8:58

FILED

B. REGISTER APR 8 1996

*Left message
at 9:30 on 4/8/96.
Take out last sentence
of Art VIII. and remove
the 1 director.*

**ARTICLES OF INCORPORATION
OF
BEAULAH MAE WOODARD SCHOLARSHIP FOUNDATION, INC.**

A NOT FOR PROFIT ORGANIZATION

THE UNDERSIGNED, acting as sole incorporator of the BEAULAH MAE WOODARD SCHOLARSHIP FOUNDATION, INC. under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation

The name of the Corporation shall be the BEAULAH MAE WOODARD SCHOLARSHIP FOUNDATION, INC.

ARTICLE II

Duration of Corporation

The period of duration of this corporation is perpetual.

ARTICLE III

Stock

The Corporation is to have no capital stock.

ARTICLE IV

Not-For Profit Status

The Corporation is not organized for any pecuniary profit and shall have no power to make or declare dividends, and no part of its net earnings shall benefit any of the members of the Corporation. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation. Upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to any charitable organization which have qualified for exemption under Section 501 (C) (3) of the Internal Revenue Code or the Federal Government, or to a State or Local Government, or for a public purpose, and none of the assets will be distributed to any member, or officer of this Corporation.

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TALLAHASSEE, FLORIDA

ARTICLE V
Principal Office

The address of the Principal Office of the corporation is 137 Linden Street, Clermont, Florida, 34711. The location of the Principal Office shall be subject to change as may be provided in By-Laws duly adopted by the Corporation.

ARTICLE VI
Mailing Address

The mailing address of the corporation is 137 Linden Street, Clermont, Florida, 34711.

ARTICLE VII
Initial Registered Office and Agent

The address of the initial Registered Office of the corporation is 13543 East Highway 50, Clermont, Florida 34711, and the initial Registered Agent at such address is Edward P. Jordan II, Esq.

ARTICLE VIII
Initial Board of Directors

The number of Directors constituting the initial Board of Directors is five. At least one member of the Board shall be a relative of the late BEAULAH MAE WOODARD for whom this scholarship is named. The number of directors shall be increased at the first annual meeting of the Board of Directors and thereafter may be increased or decreased from time to time, but in no event shall the number of Directors be less than three (3) after the first annual meeting of the Board of Directors. The manner in which the directors are elected or appointed shall be determined and set out in the bylaws.

ARTICLE IX
Purpose of Corporation

The purposes for which this Corporation is formed to preach the living gospel of Jesus Christ; to provide scholarships for needed persons for purposes of attending institutions of higher learning; solicit funds and establish a foundation for providing financial resources to needy persons for use in paying for books, tuition or other fees and costs associated in attending college, trade schools, vocational training or any other accredited institution of higher learning; conduct religious services; ordain ministers of the gospel of Jesus Christ; for any other charitable purpose to the poor, needy, widowed, handicapped or oppressed persons and thereby easing the governmental burdens as it seeks to understand public interests; promoting the social welfare of the community by providing financial resources and educational material for advancement of the needs of indigent persons; promoting education; and researching related subjects that affect the community and make said research findings public, and for such other lawful purposes as may be deemed appropriate to further the aforementioned purposes. The Corporation, however, shall not be empowered to conduct any other activities, other than as an insubstantial part of its activities, which are not in furtherance of one or more of the above-referenced purposes. It being expressly stated that the Corporation is organized exclusively for charitable, religious, education 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 the corresponding section of any future federal tax code. No substantial part of the Corporation shall be the carrying on 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 or in opposition to 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 code section 501 (C) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions which are deductible under 170(C) (2) of the Internal Revenue Code, or the corresponding section of any federal tax code.

ARTICLE X
Membership

The basis upon which membership is determined shall be more fully set forth in the By-Laws.

ARTICLE XI

Bylaws

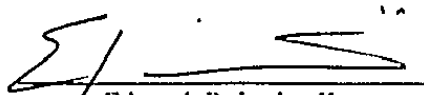
The Board of Directors shall have full power and authority to adopt such By-Laws, Rules and Regulations as they may deem necessary for the proper operation of the Corporation in order that it performs those functions and things for which it is organized. That all such By-Laws, Rules and Regulations shall not be in violation of the laws of the State of Florida, or the Laws, Rules and Regulations of the Internal Revenue Code of the United States.

ARTICLE XII

Name and Address of Sole Incorporator

The name and address of the sole incorporator is Edward P. Jordan II, 13543 East Highway 50, Clermont, Florida, 34711.

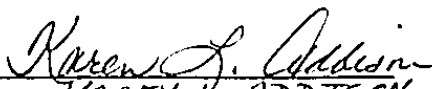
IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 27th day of March, 1996.


Edward P. Jordan II

STATE OF FLORIDA)
COUNTY OF LAKE)

Before me, the undersigned authority, personally appeared Edward P. Jordan II, personally known by me, and who, after being duly sworn, acknowledged before me that he executed the foregoing freely and voluntarily for the purposes expressed herein and all statements are true and correct to the best of his knowledge and belief.

WITNESS my hand and official seal in the state and county above stated this 27th day of March, 1996.

Signature: 
Type Name: KAREN L. ADDISON
Title: Notary Public
My Commission Expires:



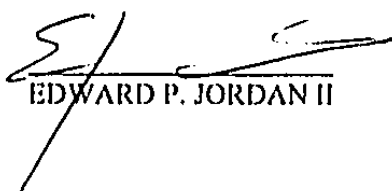
KAREN L. ADDISON
MY COMMISSION # CC373469 EXPIRES
June 28, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 27 day of March, 1996.

REGISTERED AGENT:


EDWARD P. JORDAN II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA