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AREA CODE 813
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May 10, 1996

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

FILED
96 MAY 13 10:00
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation for Building for God, Inc.

Dear sir/madam:

Enclosed please find proposed Articles of Incorporation for Building For God, Inc., to be filed as a non-profit corporation, together with check in the amount of \$70.00 to cover the filing fee and the fee for designation of resident agent.

Please advise as soon as these Articles have been approved and filed.

Sincerely,

Mitchell Whaley
E. Mitchell Whaley

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

Mitchell Whaley GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. name
DATE 5-22-96
DOC. EXAM KH

ARTICLES OF INCORPORATION
OF
BUILDING FOR GOD, INC.

FILED
96 MAY 13 11:10:00
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be Building For God, Inc.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be 902 North Street, Ft. Myers Beach, Florida 33931.

ARTICLE III. PURPOSES

The specific purposes for which the corporation is organized are to construct and remodel homes for persons of low income who are unable to qualify for conventional mortgage financing and to solicit and receive charitable donations for that purpose.

The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV. MEMBERSHIP

The corporation shall have a membership distinct from the

board of trustees. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the by-laws.

ARTICLE V. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as provided in the by-laws. as follows:

ARTICLE VI. INITIAL DIRECTORS

The names and addresses of the initial directors of this corporation are:

William D. Beeler
903 North Street
Ft. Myers Beach, FL 33931

Joseph E. Roth
11595 Kelly Road
Ft. Myers, FL 33908

Carl Prentice
5373 Council Lane
Ft. Myers, FL 33907.

ARTICLE VII. LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.302, Florida Statutes.

ARTICLE VIII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent are William D. Beeler, 902 North Street, Ft. Myers Beach, Florida 33931.

ARTICLE IX. INCORPORATORS

The name and street address of the incorporator for these articles of incorporation are William D. Beeler, 902 North Street, Ft. Myers Beach, Florida 33931.

ARTICLE V. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that such number may be changed by a bylaw duly adopted by the members. The directors named herein as the initial directors shall hold office until the first meeting of the members, to be held on July 1, 1996, at 10:00 a.m. at 902 North Street, Ft. Myers Beach, Florida, at which time an election of directors shall be held. Directors elected at the first annual meeting and at all times thereafter shall serve for a term of one year, until the next annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 10:00 a.m. on the first Monday in July of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minute of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

(b) Corporate Officers: The board of directors shall elect the following officers: president, vice-president, secretary and treasurer, and such other officers as the bylaws of this

corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Office</u>
William D. Beeler	President

ARTICLE XI. BY-LAWS

Subject to the limitations contained in the by-laws, and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, by-laws of this corporation may be made, altered, rescinded, added to, or new by-laws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the by-laws.

ARTICLE XII. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any directors, officer or member thereof, nor to the benefit of any private individual.

ARTICLE XIII. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for religious or charitable purposes and which

has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XIV. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

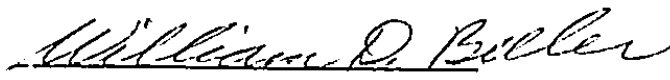
The undersigned incorporator has executed these Articles of Incorporation this 30th day of March, 1996.


WILLIAM D. BEELER

ACCEPTANCE BY REGISTERED AGENT

The undersigned does hereby accept the foregoing appointment as Registered Agent for Building For God, Inc., and does hereby state that the undersigned is a resident of the State of Florida and that the street address of the undersigned is 902 North Street, Ft. Myers Beach, Florida 33931, and further states that he is familiar with and accepts the obligations of that position.

Dated this 30th day of March, 1996.


WILLIAM D. BEELER