

N96000002736

GERALD E. COWEN
ATTORNEY AT LAW
2432 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33020
10041 021-8110
FAX 10041 021-1713

May 7, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Article of Incorporation of Church of
Worship & Praise, Inc.

Gentlemen:

Please find enclosed the following documents in connection with the
above-captioned matter.


1. Original and one copy of Articles of
Incorporation.
2. My trust account check in the amount of
\$78.50 representing the following: Filing
Fee - \$70.00, Certificate of Good Standing
- \$8.75 for a total of \$78.75.

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-05/09/96--01004--002
*****78.75 *****78.75

Please return to the undersigned one (1) copy of the Articles of
Incorporation, and a Certificate of Good Standing thereto.

Thank you for your attention and cooperation in this matter.

Very truly yours,



GERALD E. COWEN

GEC/kh
Enclosures-check

RECEIVED
MAY 22 1996
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

GB 5/22/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1996

GERALD E. COWEN, ESQUIRE
2432 HOLLYWOOD BLVD
HOLLYWOOD, FL 33020

SUBJECT: CHURCH OF WORSHIP & PRAISE, INC.
Ref. Number: W96000010303

We have received your document for CHURCH OF WORSHIP & PRAISE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 496A00024011

ARTICLES OF INCORPORATION
OF
CHURCH OF WORSHIP AND PRAISE, INC.
A Not-for-Profit Corporation

FILED
SEP 11 1963
CLERK
OF THE
CITY OF MIAMI

The undersigned, acting as Incorporators, for the purpose of forming A Not-for-Profit Corporation, pursuant to Chapter 617 Florida Statutes, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is CHURCH OF WORSHIP AND PRAISE, INC.

ARTICLE II

NOT-FOR-PROFIT

The Corporation is a non-profit corporation under the laws of the State of Florida. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its members, trustees, or officers except to the extent permissible by law.

ARTICLE III

DURATION

The duration (term) of the corporation is perpetual.

ARTICLE IV

PURPOSES AND POWERS

The purposes for which the corporation exists and its powers under which it shall operate are as follows:

- A. To receive and administer funds and to operate

exclusively for religious, charitable, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or comparable provisions of subsequent legislation.

B. To acquire, own, purchase, lease, dispose of and deal with, real and personal property of any kind and interests, either absolutely or in trust therein, and to apply gifts, grants, bequests, devises and the proceeds of in furtherance of the purposes of this corporation.

C. To serve as an agency of the Church in the presentation of its gospel, needs, and work.

D. To do such things and to perform such acts to accomplish its purposes as the Board of Trustees may determine to be appropriate and are not forbidden by Section 501(c)(3) of the Code, with all the powers conferred on Non-profit corporations under the laws of the State of Florida.

E. This corporation will not carry on any other activities not permitted to be carried on by (a) 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 future United States internal revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States internal revenue law.

F. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V

MEMBERS

Qualification for membership in the corporation, the manner of members admission and membership voting rights shall be provided for in the By-Laws of the corporation.

ARTICLE VI

TRUSTEES

A. Powers. All corporate powers shall be exercise by or under the authority of, and the affairs of the corporation shall be managed under the direction of the Board of Trustees.

B. Number. The number of Trustees shall be determined from time to time in accordance with the By-Laws but shall never be less than three (3) Trustees, and in the absence of any such determination, shall be three (3) Trustees.

C. Election Removal. The Trustees shall elected or removed in accordance with the procedures as provided in the By-Laws.

D. Initial Trustees. The names and addresses of the initial Trustees to hold office until the first annual meeting of the membership, and until their successors shall have been elected and qualified, are as follows:

RONALD J. MILLER	5801 SW 33rd Avenue Fort Lauderdale, FL 33312
WILLIAM SMITH	287 S.W. 8th Street Dania, FL 33004
ARLEEN MILLER	5801 SW 33rd Avenue Fort Lauderdale, FL 33312

ARTICLE VII

PRINCIPAL OFFICE - REGISTERED AGENT AND OFFICES

The street address of the principal office and registered office of the corporation and the name of its initial registered agent at such address is RONALD J. MILLER, 5801 SW 33rd Avenue, Fort Lauderdale, FL 33312.

ARTICLE VIII

OFFICERS

Officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be elected by the Trustees from time to time. Two or more offices may be held by the same person, except that the same person may not be President and Secretary simultaneously. Officers shall be elected and committees may be established by the Board of Trustees according to the Corporation's By-laws. The following persons are to serve as officers until the first election thereof:

RONALD J. MILLER	President
WILLIAM SMITH	Vice President
ARLEEN MILLER	Secretary/Treasurer

ARTICLE IX

NAME AND STREET ADDRESS OF INCORPORATORS

Each incorporator signing these articles are as follows:

RONALD J. MILLER	5801 SW 33rd Avenue Fort Lauderdale, FL 33312
WILLIAM SMITH	287 S.W. 8th Street Dania, FL 33004

ARLEEN MILLER

5801 SW 33rd Avenue
Fort Lauderdale, FL 33312

ARTICLE X

BYLAWS

The By-Laws of the corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by a majority of the voting members.

ARTICLE XI

NON-STOCK BASIS

This corporation is organized on a non-stock basis. This corporation shall not issue shares of stock.

ARTICLE XII

AMENDMENTS

The Articles of Incorporation may be amended at any annual meeting or special meeting by two-thirds vote of the members present, provided that a full reading of the proposed changes (or printed distribution of same) shall have been made in connection with the call of the meeting.

ARTICLE XIII

DISSOLUTION

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 described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or any corresponding provisions of any similar subsequently enacted.

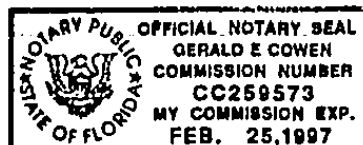
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 7th day of May 1996.

Ronald J. Miller
RONALD J. MILLER
Print Name: Ronald J. Miller
William Smith
WILLIAM SMITH
Print Name: William Smith
Arleen Miller
ARLEEN MILLER
Print Name: Arleen Miller

STATE OF FLORIDA)
 : ss
COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT was acknowledged and sworn to before me this 7th day of May, 1996, by RONALD J. MILLER, WILLIAM SMITH, and ARLEEN MILLER, each of whom produced Florida Drivers Licenses as identification, and who executed the above and foregoing Articles of Incorporation of CHURCH OF WORSHIP AND PRAISE, INC. for the purposes therein expressed, and who did take an oath.

Gerald E. Cowen
NOTARY PUBLIC-STATE OF FLORIDA
My Commission Expires:



**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes 617, the undersigned corporation organized under the Not-for-Profit Corporation Laws of the State of Florida, submits the following statement and designating the Registered Office and Registered Agent of the corporation in the State of Florida.

1. The name of the Corporation is: **CHURCH OF WORSHIP AND PRAISE, INC.**

2. The name and address of the Registered Agent and Registered Office are:

RONALD J. MILLER **5801 SW 33rd Avenue**
 Fort Lauderdale, FL 33312

I, the undersigned person, having been named as Registered Agent, and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.

DATED: May 7., 1996


RONALD J. MILLER

95 MAY 22 PM 3:34
FBI - MIAMI