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Mar 24 1997 8:00am
Secretary of State

NONPROFIT CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # N96000002765 (3)

1. Corporation Name
ENCOURAGEMENT MINISTRIES, INC.



Principal Place of Business Mailing Address
358-D WEST 9 MILE ROAD SUITE 1000 PENSACOLA FL 32534
358-D WEST 9 MILE ROAD SUITE 1000 PENSACOLA FL 32534-1818

3. Date Incorporated or Qualified 05/20/1996	3a. Date of Last Report N/A
4. FEI Number 59-3382641	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

21. Principal Place of Business Suite, Apt. #, etc.	2a. Mailing Address Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip Country	28. PENSACOLA FL
24. Zip Country	29. 32513-2430 30

9. Name and Address of Current Registered Agent
AMERICAN HOME BASE INC.
358-D WEST 9 MILE ROAD
SUITE 1000
PENSACOLA FL 32534

10. Name and Address of New Registered Agent
81. Name
82. Street Address (P.O. Box Number is Not Acceptable)
83.
84. City
85. Zip Code

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	PRESIDENT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	MICHAEL J. BUTKE D
1.3 STREET ADDRESS	S.B.T.S. Box 80-819, 2825 LEXINGTON ROAD
1.4 CITY - ST - ZIP	LOUISVILLE KY 40280
2.1 TITLE	VICE-PRESIDENT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	KENNETH L. HALLMARK, JR. D
2.3 STREET ADDRESS	271 AZURE DRIVE
2.4 CITY - ST - ZIP	Mt. WASHINGTON KY 40047
3.1 TITLE	VICE-PRESIDENT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Kimberly C. Africa D
3.3 STREET ADDRESS	CPO Box 47, 512 E. STEPHENS STREET
3.4 CITY - ST - ZIP	MIDWAY KY 40347-1120
4.1 TITLE	SECRETARY/TREASURER <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	PAMELA M. BURKE D
4.3 STREET ADDRESS	S.B.T.S. Box 80-819, 2825 LEXINGTON ROAD
4.4 CITY - ST - ZIP	LOUISVILLE KY 40280
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Pamela M. Burke PAMELA M. BURKE 3/14/97 800-604-2181 502 897-4822

CR2E037 (9/96)