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May 28, 1996

Secretary of State
State of Florida
Post Office Box 6327
Tallahassee, FL 32314

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-05/31/96--01063--001
*****70.00 *****70.00

Re: Keep Looking Up Foundation, Inc.
Articles of Incorporation

Gentlemen:

In order to incorporate the above-referenced corporation, we have enclosed the following documents:

1. One manually executed original and one copy of said corporation's Articles of Incorporation; and
2. Our check in the total amount of \$70.00 representing the \$35.00 filing fee and the \$35.00 fee for registered agent designation.

Please return a stamped copy of the Articles of Incorporation to the undersigned in the enclosed postage-paid, self-addressed envelope. Your prompt attention to this matter is greatly appreciated.

Sincerely yours,

ZIMMERMAN, SHUFFIELD, KISER
& SUTCLIFFE, P.A.

W. Charles Shuffield

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
26 MAY 30 PM 4:09
FILED
AL JUN - 5 1996

WCS:ldr
Enclosures
cc: Jack F. Durie, Esq. (w/o enc.)

AL JUN - 5 1996

ARTICLES OF INCORPORATION
OF
KEEP LOOKING UP FOUNDATION, INC.

FILED

96 MAY 31 PM 4P 09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and hereby agrees and certifies as follows:

ARTICLE I
NAME

The name of the Corporation shall be KEEP LOOKING UP FOUNDATION, INC., whose principal office and mailing address shall be located at 1000 E. Robinson Street, Orlando, FL 32801.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation (the "Corporation") shall commence corporate existence immediately upon the filing of these Articles with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
PURPOSES

(a) This Corporation is created to devote and apply its funds for charitable, religious, educational and scientific purposes, purposes either directly or indirectly by contributions to organizations duly authorized to carry on such activities and which have established their tax exempt status under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the "Code") and its regulations as they now exist or may hereafter be amended, and the property, assets, profits and net income of this Corporation are irrevocably dedicated to such purpose.

(b) The specific purpose of this Corporation shall be to glorify God and His Son, Jesus Christ, by proclaiming through thought, word and deed the good news of the Kingdom of God in Jesus Christ. This Corporation shall participate in no activity which shall not be directly in furtherance of said specific purpose.

ARTICLE IV GENERAL POWERS

This Corporation shall have all of the powers enumerated for corporations in the Florida Not For Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following powers unless later restricted by applicable law:

- (a) To have succession by its corporate name for the duration of its existence.
- (b) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."
- (d) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (g) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
- (h) To increase, by a vote of its members cast as the bylaws may direct, the number of its directors, so that the number shall not be less than three but may be any number in excess thereof.
- (i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(k) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.

(l) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(m) To adopt, change, amend and repeal bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers.

(n) To have and exercise all powers necessary or convenient to effect its purpose.

(o) To merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE V PROHIBITED ACTIVITIES

The Corporation shall not allow any expenditure of any part of the net earnings of the Corporation to inure to the benefit of any member, director or officer of the Corporation, (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), nor shall any member, director or officer of the Corporation, or any private individual, be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation, or shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. Provided, further, that if at any time the Corporation is deemed to be a Private Foundation as defined by Section 509 of the Code, then for so long as the Corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code.

2. The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.

3. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or in such manner as to subject it to tax under Section 4944 of the Code.

4. The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(n) of the Code.

5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code.

ARTICLE VI DISTRIBUTION UPON DISSOLUTION

Upon the dissolution, the winding up of the affairs of the Corporation and the liquidation, the assets of the Corporation shall be distributed exclusively to the charitable and religious organizations set forth in Section (b)(2) of Article III which are then qualified under the provisions of Section 501(c)(3) of the Code.

ARTICLE VII MEMBERSHIP

The members of this not for profit corporation shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE VIII REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be located at 1000 E. Robinson Street, Orlando, FL 32801, and the registered agent of the Corporation at that address shall be Jack F. Durie, Jr. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE IX INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) directors initially. The directors shall be elected and the number of directors may be either increased or diminished from time to time as provided in the Bylaws. The names and street addresses of the initial directors of this Corporation are:

Jack F. Durie, Jr.
1000 E. Robinson Street
Orlando, FL 32801

John C. Durie
1000 E. Robinson Street
Orlando, FL 32801

Ronald E. Butler, Sr.
4207 Leestown Road
Lexington, KY 40511

Joyce S. Butler
4207 Leestown Road
Lexington, KY 40511

Directors may be removed with or without cause. The manner in which directors are elected or appointed will be stated in the Bylaws.

ARTICLE X INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

Jack F. Durie, Jr.
1000 E. Robinson Street
Orlando, Florida 32801

ARTICLE XI BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such to the fullest extent permitted under applicable law.

ARTICLE XIII AMENDMENT

These Articles of Incorporation may be amended at any time by a resolution adopted by a vote of two-thirds (2/3) of the members present at any annual or special meeting provided a quorum is present, provided that due notice of the proposed amendment has been given to the members in accordance with the By-laws.

ARTICLE XIV.
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida, to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereunto sets his hand and seal this 15 day of July, 1996.

 (SEAL)

Jack F. Durie, Jr.

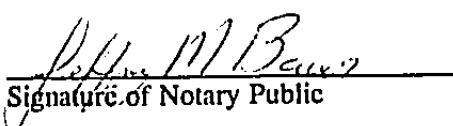
STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 15th day of July, 1996, by Jack F. Durie, Jr.

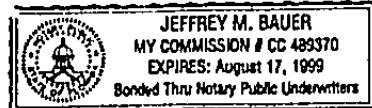
 Personally Known

OR

 Produced Identification
Type of Identification Produced: _____

 Signature of Notary Public

JEFFREY M. BAUER
Name of Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

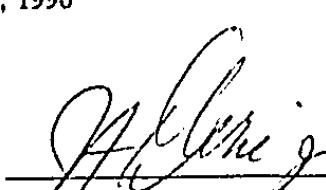
In compliance with Section 48.091, Florida Statutes, the following is submitted:

KEEP LOOKING UP FOUNDATION, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office at 1000 E. Robinson Street, Orlando, FL 32801, has named and designated Jack F. Duric, Jr. as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 15th day of May, 1996



Jack F. Duric, Jr.
Registered Agent

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA