

N 9600000 3175

Bagdes & Bagdes

Attorneys at Law

508 North Grandview Ave. - Suite B
Daytona Beach, FL 32110

FILED

96 JUN 12 PM 1:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
or 250-7441

Fabian Bagdes
Mary Ellen Bagdes

June 10, 1996

SECRETARY OF STATE
Division of Corporations
P. O. Box 6127
Tallahassee, Florida 32314

ENCLOSURE
-06/12/96--01079--000
***122.50 ***122.50

RE: Upper Room Ministries and Church Worship
of Daytona Beach, Florida, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance
of Registered Agent, and return certified copies of each. A
check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

FB

Fabian Bagdes

enclosures

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95 JUN 12 PM 1:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

UPPER ROOM MINISTRIES AND CHURCH WORSHIP
OF DAYTONA BEACH, FLORIDA, INC.
(Not for Profit Florida Corporation)

ARTICLE ONE
NAME

The name of the corporation is Upper Room Ministries and
Church Worship of Daytona Beach, Florida, Inc.

ARTICLE TWO
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the corporation is:
326 1/2 South Beach Street, Suite #7, Daytona Beach, Florida
32114. The mailing address of the corporation is P. O. Box 8411,
Allendale, Florida 32123.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is formed is to
promote by every possible means the worldwide proclamation of the
glorious and saving gospel of Our Lord and Savior Jesus Christ
through such means as pulpit, bible school, radio, television,
printed page, personal work and any other scriptural methods
possible.

In furtherance of the purposes of the corporation, the
corporation may exercise all of the powers and privileges as set
forth in the Florida Not For Profit Act.

ARTICLE FOUR
DIRECTORS

The number of directors serving on the initial board shall be five (5).

The names and address of the persons who are to serve on the first board are as follows:

Rev. David Adams	153 Leisure Circle Port Orange, FL 32127
Linda Adams	153 Leisure Circle Port Orange, FL 32127
Jack O'Brien	1060 Tompkins Port Orange, FL 32127
Pat Connell	412 Needles Drive Port Orange, FL 32127
Billie Whisman	153 Leisure Circle Port Orange, FL 32127

Subsequent directors shall be elected or appointed as provided in the corporation by-laws.

ARTICLE FIVE
NON-PROFIT NATURE

The corporation shall not exist or be operated for pecuniary profit, and no part of the net earnings of the corporation or the net assets upon liquidation shall inure to the benefit of any member. The corporation may, however, reimburse its members for actual expenses incurred for or in behalf of the corporation, and may pay compensation in a reasonable amount to its members for actual services rendered to the corporation, as permitted by law.

ARTICLE SIX
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 326 1/2 South Beach Street, Suite #7, Daytona Beach, Florida 32114, and the name of its initial registered agent at that address is Reverend David Adams.

ARTICLE SEVEN
INCORPORATORS

The name and residence address of the sole incorporator is: Reverend David Adams, 153 Leisure Circle, Port Orange, Florida 32127.

ARTICLE EIGHT
OFFICERS

The affairs of the corporation shall be managed by the following officers:

Rev. David Adams President	153 Leisure Circle Port Orange, FL 32127
Linda Adams Treasurer/Secretary	153 Leisure Circle Port Orange, FL 32127

Future directors shall be elected or appointed as provided in the corporation by-laws.

ARTICLE NINE
BYLAWS

The first Bylaws of the corporation shall be adopted by the board of directors and may be altered, amended or rescinded by the board of directors.

ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TEN
DURATION

The term of existence of the corporation is perpetual.

ARTICLE ELEVEN
AMENDMENTS TO THE ARTICLES

These Articles of Incorporation may be amended by the act of the directors of the corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the corporation.

IN WITNESS WHEREOF, I have signed my name this 10th day of June, 1996.


Reverend David Adams

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 10th day of June, 1996, before me, the undersigned authority, appeared Reverend David Adams, who is personally known to me or who has produced _____ as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.


Notary Signature

NOTICE OF REGISTERED AGENT

FILED

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

96 JUN 12 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with Chapter
48.091, Florida Statutes.

NAME, a corporation organizing under the laws of the State
of Florida, with its principal office at Street, Suite #7, in
the City of Daytona Beach, County of Volusia, in the State of
Florida, has named Reverend David Adams, who is located at 326
1/2 South Beach Street, Suite #7, Daytona Beach, Florida 32114,
as its registered agent to accept service of process within the
State.

ACCEPTANCE:

I agree as resident agent to accept service of process; to
keep office open during prescribed hours; to post my name (and
the names of any other officers of said corporation authorized to
accept service of process at the above Florida designated ad-
dress) in some conspicuous place as required by law.


Reverend David Adams

N96000003175

Attorneys at Law

508 North Grandview Ave. - Suite B
Daytona Beach, FL 32118

Fabian Bagdes
Mary-Ellen Bagdes

904/258-7171
or 938-7441

November 20, 1996

SECRETARY OF STATE
Division of Corporations
ATTN: Mr. Steven Harris
P. O. Box 6327
Tallahassee, Florida 32314

60 0002002466
11/13/96 01071 005 114500

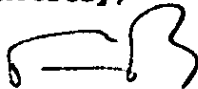
RE: Upper Room Ministries and Church Worship
of Daytona Beach, Florida, Inc.

Dear Mr. Harris:

Enclosed please find the Articles of Incorporation and Acceptance of Registered Agent for Upper Room Ministries and Church Worship of Daytona Beach, Florida, Inc., as well as a copy of your letter dated November 18, 1996. I have made the necessary corrections. Also enclosed is the Certificate required to accompany the restated articles.

Thank you for your help this matter.

Sincerely,



Fabian Bagdes

enclosures

SH 11/25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV 22 AM 9:25

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1996

Fabian Bagdes
Bagdes & Bagdes
506 N. Grandview Ave., Suite B
Daytona Beach, FL 32118

SUBJECT: UPPER ROOM MINISTRIES AND CHURCH WORSHIP OF
DAYTONA BEACH, FLORIDA, INC.
Ref. Number: N9600003175

We have received your document for UPPER ROOM MINISTRIES AND CHURCH WORSHIP OF DAYTONA BEACH, FLORIDA, INC. and your check(s) totaling \$45.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 487-6906.

Steven Harris
Corporate Specialist

Letter Number: 996A00052404

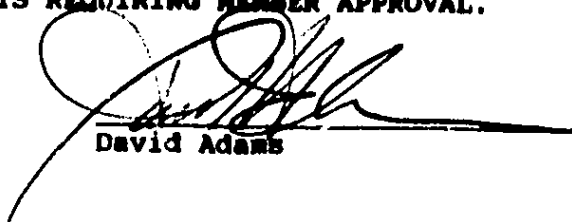
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

THIS CERTIFICATE is issued in support of the Restatement of Articles of Incorporation with Amendment of Articles of Incorporation of Upper Room Ministries and Church Worship of Daytona Beach, Florida, Inc.


David Adams is the chairman of the board of directors, president and incorporator of Upper Room Ministries and Church Worship of Daytona Beach, Florida, Inc.

THE RESTATED ARTICLES OF INCORPORATION WITH AMENDMENT OF ARTICLES WAS ADOPTED BY THE BOARD OF DIRECTORS AND DOES NOT CONTAIN ANY AMENDMENTS REQUIRING MEMBER APPROVAL.


David Adams

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 20th day of November, 1996, by DAVID ADAMS, who is personally known to me or who has produced _____ as identification, and who states that the matters set forth in the foregoing Certificate are true and correct.


Notary Signature
Mary-Ellen Bagdes
Printed Signature

My Commission expires: 11-29-98



MARY ELLEN BAGDES
MY COMMISSION # CC423502 EXPIRES
November 29, 1998
BONDED BY TROY FAIR INSURANCE, INC.

**RESTATEMENT OF
ARTICLES OF INCORPORATION
WITH AMENDMENT OF ARTICLES**

OF

**UPPER ROOM MINISTRIES AND CHURCH WORSHIP
OF DAYTONA BEACH, FLORIDA, INC.
(Not for Profit Florida Corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE ONE
NAME**

The name of the corporation is Upper Room Ministries and Church Worship of Daytona Beach, Florida, Inc.

**ARTICLE TWO
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office of the corporation is: 326 1/2 South Beach Street, Suite #7, Daytona Beach, Florida 32114. The mailing address of the corporation is P. O. Box 8411, Allendale, Florida 32123.

**ARTICLE THREE
PURPOSE**

The purpose for which the corporation is formed is to promote by every possible means the worldwide proclamation of the glorious and saving gospel of Our Lord and Savior Jesus Christ.

Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the

principal office of the organization in then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FOUR DIRECTORS

The number of directors serving on the initial shall be five (5).

The names and address of the persons who are to serve on the board are as follows:

Rev. David Adams	153 Leisure Circle Port Orange, FL 32127
Susan Crispn	2100 North Shore Drive, #105 Ormond Beach, FL 32176
Betty Duncan	5 Rock Cover Court Daytonq Beach, FL 32119
Rev. Tom Campbell	#22 Rock Cove Court Daytona Beach, FL 32119
Billie Whisman	153 Leisure Circle Port Orange, FL 32127

Subsequent directors shall be elected or appointed as provided in the corporation by-laws.

ARTICLE FIVE NON-PROFIT NATURE

The corporation shall not exist or be operated for pecuniary profit, and no part of the net earnings of the corporation or the net assets upon liquidation shall inure to the benefit of any member. The corporation may, however, reimburse its members for actual expenses incurred for or in behalf of the corporation, and

may pay compensation in a reasonable amount to its members for actual services rendered to the corporation, as permitted by law.

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OFFICERS

The affairs of the corporation shall be managed by the following officers:

Rev. David Adams President	153 Leisure Circle Port Orange, FL 32127
Susan Crispon Treasurer/Secretary	2100 North Shore Drive, #105 Port Orange, FL 32176

Future officers shall be elected or appointed as provided in the corporation by-laws.

ARTICLE NINE
BYLAWS

The first Bylaws of the corporation shall be adopted by the board of directors and may be altered, amended or rescinded by the board of directors.

**ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE**

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**ARTICLE TEN
DURATION**

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**ARTICLE ELEVEN
AMENDMENTS TO THE ARTICLES**

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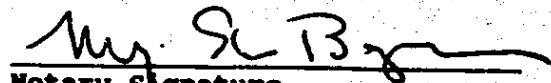
IN WITNESS WHEREOF, I have signed my name this 20th day of November, 1996.


Reverend David Adams

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 20th day of November, 1996, before me, the undersigned authority, appeared Reverend David Adams, who is personally known to me or who has produced _____ as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.


Notary Signature



MARY ELLEN BAGDES
MY COMMISSION # CC423502 EXPIRES
November 29, 1998
BONDED TRUITY FARM INSURANCE, INC.

NOTICE OF REGISTERED AGENT

**TO: STATE OF FLORIDA
DEPARTMENT OF STATE**

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

Upper Room Ministries and Church Worship of Daytona Beach, Florida, Inc., a corporation organizing under the laws of the State of Florida, with its principal office at Street, Suite #7, in the City of Daytona Beach, County of Volusia, in the State of Florida, has named Reverend David Adams, who is located at 326 1/2 South Beach Street, Suite #7, Daytona Beach, Florida 32114, as its registered agent to accept service of process within the State.

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place as required by law.


Reverend David Adams