

N96000003226

*Stanley, Wines, Bennett, Murphy, Spanjers & Hilms, P.A.*  
*Attorneys at Law*

NATICE W. BENNETT  
LARRY S. WILSON  
MICHAEL B. MURPHY  
CRAIG M. SPANJERS  
J. MARK HILMS

June 12, 1996

80 SECOND STREET, S.E.  
P.O. BOX 860  
WILLET Haven, FLORIDA 33402-0860  
TELEPHONE (941) 299-1263  
FAX (941) 294-4387

ED CROOKER  
FINANCIAL STABLE Y

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Dr. D. Ministries, Inc.  
Our File No. CC-9350

Gentlemen:

Enclosed, for filing, please find the Articles of Incorporation for Dr. D. Ministries, Inc. together with our check in the amount of \$122.50 for filing fee. Also enclosed please find original Certificate Designating Place Of Business Or Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process May Be Served.

Thank you for your assistance and should you have any questions, do not hesitate to contact me.

With best personal regards, I remain

Very truly yours,

*Craig M. Spanjers*

Craig M. Spanjers

Dictated By Craig M. Spanjers  
But Signed In the Absence To  
Avoid Delay in Mailing

CMS/pm

Enclosures

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KLR

STATE OF FLORIDA

COUNTY OF POLK

FILED

NOV 11 1988

CLERK OF DISTRICT COURT  
STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

DR. D. MINISTRIES, INCORPORATED

The undersigned, acting as incorporators of a Corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be: DR. D. MINISTRIES, INCORPORATED.

The period of the duration of this corporation is perpetual unless dissolved according to law.

ARTICLE II

The principal place of business of this corporation shall be:

6039 Cypress Gardens Boulevard  
Suite 110  
Winter Haven, Florida 33884

The mailing address of this corporation shall be:

6039 Cypress Gardens Boulevard  
Suite 110  
Winter Haven, Florida 33884

ARTICLE III

The name and the street address of the initial registered agent is:

Resident Agent: David Scott Sparling  
Resident Office: 1103 - 5th Street, S.E.  
City, State, Zip: Winter Haven, Florida 33880

#### ARTICLE IV

The number constituting the initial Board of Trustees (Directors) of the corporation is five or more, and the names and addresses of the persons who are to serve are:

Trustees' Name	Street Address	City	State	Zip
Dr. Diane J.P. Harper	6039 Cypress Gardens Blvd., Suite 110	Winter Haven	Florida	33884
Jill Phillips	P. O. Box 1562	Winter Haven	Florida	33882
Evan English	2000 - 15th Court, N.W. Apt. #1	Winter Haven	Florida	33881
David Scott Sparling	1103 - 5th Street, S.E.	Winter Haven	Florida	33880
Debbie Harsh	725 Santa Maria Drive	Winter Haven	Florida	33884

#### ARTICLE V

This corporation is organized under a non-stock basis.

#### ARTICLE VI

The purpose for which the corporation is organized are: to operate exclusively for religious, charitable, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law thereto, and such purposes shall include the following:

- (a) Religious. To carry the love of Jesus to the ends of the earth.
- (b) Promote and encourage, through the ministry of the organization, cooperation with other organizations ministering within the community.
- (c) Missionary work.

## ARTICLE VII

In accordance with and in addition to the powers conferred by the laws of the State of FLORIDA, the Non-profit Corporation shall have the following powers:

- (a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.
- (b) To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credit.
- (c) To acquire, own, lease, mortgage and dispose of property, both real and personal.
- (d) To conduct and carry on ministry and instruction.
- (e) To accept property and donations in trust for religious or charitable purposes.
- (f) To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic or foreign, as investments or otherwise, in carrying out any of the purposes of the corporation and, while the owner thereof, to exercise all rights, powers and privileges of ownership.

## ARTICLE VIII

DR. D. MINISTRIES, INCORPORATED is not organized for pecuniary gain or profit, nor shall it have any power to issue certificates of interest, declare dividends, and no part of its net earnings shall inure to the benefit of any members, directors, trustees or individuals, except that DR. D. MINISTRIES, INCORPORATED shall be authorized and empowered to pay and to be paid a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI hereof. No substantial part of the activities of DR. D. MINISTRIES, INCORPORATED shall be the carrying on of propaganda or otherwise attempting to influence legislation, and DR. D. MINISTRIES, INCORPORATED shall not participate in or intervene in (including the publishing or

distribution of statements) a political campaign.

Notwithstanding any other provisions of these Articles, DR. D. MINISTRIES, INCORPORATED shall 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 Sections 170 (c) (2) and 509 (a) (1) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

(c) In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all of the business, property and assets of the corporation shall go and be distributed to such non-profit corporation qualifying as an organization exempt under the provisions of Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose, as the directors or trustees of the corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members, either for the reimbursement of any sum subscribed, donated or contributed by such members, or for any other such purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is located, exclusively for such purposes, or the organizations as said Court shall determine, which are organized and operated

exclusively for such purposes.

#### ARTICLE IX

This corporation is organized pursuant to the provisions of the FLORIDA Non-profit Corporation Code. All trustees of this corporation now in good and regular standing, and such other members as the Board of Trustees shall from time to time admit to membership, shall be members of this corporation.

#### ARTICLE X

The business and property of the corporation shall be managed by a Board of five or more Trustees (Directors). The present trustees now duly constituted and elected shall constitute the Board of Trustees and they shall hold their offices permanently and so far as may be until other or further election. In the event of the inability of any trustee to act, or in the event of the death of any trustee, the remaining trustees shall elect another trustee, or trustees, to fill the vacancy or vacancies, thus created. Each trustee shall be a member in good standing of the corporation. A new trustee shall be elected by a majority vote and the total trustees, excluding the trustee whose position is being filled by vote.

(a) The trustees in their collective capacity shall be known as the Board of Trustees and under that name shall constitute the governing body, and shall conduct and transact all business of the corporation.

(b) The trustees shall have power and authority to hold an annual meeting of the Board of Trustees and may likewise hold special meetings as may be determined by the Board of Trustees. The annual meeting, if and when held, shall be held at the offices of the corporation in Winter Haven, Florida on the first Monday of February in each year at the hour

of 7:00 P.M. of such day, or as soon thereafter in each year as is possible for the trustees to call such meeting; and any special meetings may be held at such time as the trustees may determine, and all meetings shall be held at the offices of the corporation in Winter Haven, Florida.

(c) The qualifications for members are: There shall be but one class of membership in this corporation. Membership in this corporation may be obtained by natural persons of all races, creeds and colors, who shall profess belief in Jesus Christ, and who shall further profess their belief in the purposes of this organization as set forth herein above, and who shall thereafter be accepted into membership in such manner as provided by the Board of Trustees of this corporation. The subscribers to these Articles of Incorporation and the initial Directors of this corporation shall be and constitute the initial members of this corporation. Any amendments to the Articles of Incorporation may be made only by the Board of Trustees. Likewise, the By-laws may be made, altered or rescinded only by the Board of Trustees of this corporation, having received the vote of a majority of the Board of Trustees in office.

(d) The Board of Trustees shall have the authority and power, which is hereby given, to establish, institute, operate and maintain any and all such additional departments, associations, institutions, schools, mission stations, programs, and/or any and all such other vehicles as may be deemed appropriate and advisable by said Board of Trustees for the propagation of the Gospel and Christian and religious worship and where within the United States of America and/or in any other country.

(e) The Board of Trustees of DR. D. MINISTRIES, INCORPORATED shall have the power and authority which is hereby given, to negotiate or designate agents to negotiate all of the business transactions, all receipts and all disbursements, for any such additional

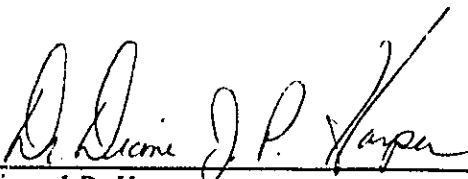
departments, associations, institutions, schools, mission stations, programs, and/or any and all such other vehicles established or instituted by this corporation.

(f) A majority of the trustees shall constitute a quorum for the transaction by the Board of Trustees of any and all business, in accordance with the laws of the State of FLORIDA.

#### ARTICLE XI

The manner in which the trustees (directors) of the corporation shall be elected or appointed shall be governed by the provisions of the By-laws of the corporation.

The corporation shall be a sovereign body, and the regulation of the internal affairs of the corporation shall be governed by the provisions of the By-laws of the corporation.

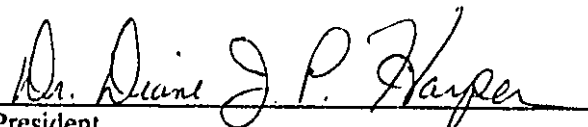
  
Diane J.P. Harper

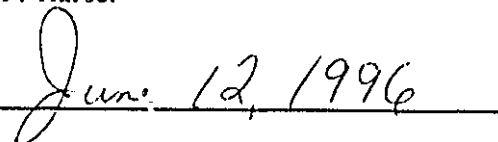


CONFORMED COPY STATEMENT

Name: DR. D. MINISTRIES, INCORPORATED  
Address: Post Office Box 1094  
City: Winter Haven State: Florida Zip: 33882

The attached ARTICLES OF INCORPORATION of DR. D. MINISTRIES, INCORPORATED are complete and correct copies of the organizational documents which embody all the powers, principles, purposes, functions and other provisions by which the organization currently governs itself.


  
\_\_\_\_\_  
President  
Diane J.P. Harper

Date:   
\_\_\_\_\_  
June 12, 1996

Subscribed and sworn to by Diane J.P. Harper, personally known to me, me on this 12 th day of June, 1996.



MARY E. MOORE  
MY COMMISSION # CC385974 EXPIRES  
August 20, 1998  
BONDED THRU TRISTY FAIR INSURANCE, INC.

  
\_\_\_\_\_  
MARY E. MOORE  
NOTARY PUBLIC  
State of Florida

My Commission Expires: 08/20/98

My Commission Number is: CC 385974

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First -- that **Dr. D. MINISTRIES, INC.**, desiring to organize under the laws of the State of Florida, has named **DAVID SCOTT SPARLING**, of 1103 - 5TH Street, S.E., Winter Haven, Florida 33880, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
**DAVID SCOTT SPARLING**  
Registered Agent

FILED  
96 JUN 14 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N96000003226

David Scott Sparling  
1103 5th. St. S.E.  
Winter Haven FL 33880

Dr. D. Ministries, Inc.  
Document # N96000003226 Filed 6-14-96  
6039 Cypress Gardens Blvd. #110  
Winter Haven, FL 33884

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\*\*\*\*\*87.50 \*\*\*\*\*43.75  
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Dear Board members:

As many of you are aware I have not been a part of Dr. D. Ministries since November of 1996. It has come to my attention recently that I have not officially resigned from my position as Vice President. This was impossible due to the fact there are no regularly scheduled meetings, or any meetings for that matter.

This letter will serve as official resignation from the board of Dr. D. Ministries as Vice President, as an officer, as trustee, and as resident agent. A copy of this letter was sent to the State Department Office of Corporations in Tallahassee. If you have any questions regarding this matter please address all correspondence to my Attorney; Mr. Larry S. Helms 60 2nd ST SE Winter Haven, Florida 33880.

Good luck to you all.

  
David Scott Sparling

cc:  
State Department  
Jill Phillips  
Evan English  
Debbie Harsh  
Diane Harper

FILED  
97 AUG 29 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DW a/m

off. Resignation

Florida Department of State, Sandra B. Mortham, Secretary of State

**OFFICER / DIRECTOR RESIGNATION**

**FILED**  
97 AUG 29 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, David Scott Spurling, hereby resign as Vice President  
(Title)

of D.C. D. Ministries, Incorporated Ref. # N96000003226  
(Name of Corporation)

a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.

David Scott Spurling  
(Signature of resigning officer/director)

**FILING FEE IS \$35.00**

**DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314**