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MORRISON, GILMORE & CLARK

ATTORNEYS AT LAW

334 SOUTH HYDE PARK AVENUE

TAMPA, FLORIDA 33606

ROBERT D. MORRISON, JR.
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POST OFFICE BOX 958
TAMPA, FLORIDA 33601-0958
TELEPHONE (813) 251-2204
FAX (813) 251-3283

April 30, 1996

Ms. Doris McDuffie
State of Florida
Corporation Division
The Old Jail
409 East Gaines Street
Tallahassee, FL 32301

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RE: ARTICLES OF INCORPORATION

Dear Ms. McDuffie:

Enclosed please find an original and one copy of the Articles of Incorporation for the corporation enclosed herewith. Please file the original in your offices and certify and return the copy to my attention. Also, enclosed you will find a check or money order payable to the Secretary of the State of Florida in the amount of \$122.50 for applicable fees for Articles of Incorporation.

If you have any questions, please contact me at the number shown above. Thank you as usual for your assistance.

Sincerely,

George Clark, III
GEROGE CLARK, III, ESQ.

W96-9501

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 3, 1996

GEORGE CLARK, III, ESQ.
MORRISON, GILMORE & CLARK
P.O. BOX 958
TAMPA, FL 33601-0958

SUBJECT: TRUE HOLINESS HOUSE OF GOD, THE HOLY CHURCH OF THE
LIVING GOD, THE PILLAR AND THE GROUND OF THE TRUTH, THE HOUSE
OF PRAYER FOR ALL PEOPLE, INC.
Ref. Number: W96000009501

We have received your document for TRUE HOLINESS HOUSE OF GOD, THE HOLY CHURCH OF THE LIVING GOD, THE PILLAR AND THE GROUND OF THE TRUTH, THE HOUSE OF PRAYER FOR ALL PEOPLE, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 396A00021675

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

**TRUE HOLINESS HOUSE OF GOD,
THE HOLY CHURCH OF THE LIVING GOD,
THE PILLAR AND THE GROUND OF THE TRUTH,
THE HOUSE OF PRAYER FOR ALL PEOPLE, INC.**

(A Corporation Not For Profit)

ARTICLE I - NAME

The name of the Corporation is TRUE HOLINESS HOUSE OF GOD, THE HOLY CHURCH OF THE LIVING GOD, THE PILLAR AND THE GROUND OF THE TRUTH, THE HOUSE OF PRAYER FOR ALL PEOPLE, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this Corporation shall be: TRUE HOLINESS HOUSE OF GOD, THE HOLY CHURCH OF THE LIVING GOD, THE PILLAR AND THE GROUND OF THE TRUTH, THE HOUSE OF PRAYER FOR ALL PEOPLE, INC., 16725 Race Track Road, Odessa, FL. 33556.

ARTICLE III - PURPOSE

This Corporation is formed for the purpose of engaging in the following lawful activities not for pecuniary profit:

The purposes for which this Corporation is organized are to establish and maintain a church for non-denominational religious worship, to advance the teachings of the Church, to advance the religious-based programs and endeavors of the Church, to engage in preaching of the gospel, evangelism and missionary endeavors; to buy, sell, owe, mortgage or otherwise encumber, lease or set up and maintain a place of worship; and to provide Christian learning for children and adults.

To LOVE the LORD OUR GOD THE ALMIGHTY, with all our heart, soul, mind and strength; and to FEAR GOD with a GODLY FEAR; To carry out the Great Commission of our Lord and Savior JESUS CHRIST: "go ye therefore, and teach all nations, baptizing them in THE NAME OF the FATHER and OF the SON, and OF the HOLY GHOST: Teaching them to observe all things whatsoever I have commanded you...(Mt.28:19-20); To DO JUSTLY, to LOVE MERCY, and TO WALK HUMBLY with our GOD ALMIGHTY! (Mi.6:8); To LOVE our neighbors as we do ourselves, working NO ILL to him/her; To minister to the spiritual, emotional and physical well-being of its members in particular, and man kind in general; Such as to feed the needy visit the widows, sick and the imprisoned and such like activities: To LIVE HOLY until Jesus comes on the cloud for us HIS BRIDE, or until HE calls the breath out of our bodies.

To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify the Church as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE IV - POWERS

- (A) *To enter into, make perform and carry out contracts of every kind and description in furtherance of its corporate purposes.*
- (B) *To borrow or raise monies for any of the purposes of the Corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments, and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assigned in trust of the whole or part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.*
- (C) *To lend money, invest, and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested with any person, firm or corporation.*
- (D) *To have one or more offices and subject to the restrictions or limitations imposed by law, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property in furtherance of the corporate purposes, in the course of the transaction of the affairs of the Corporation.*
- (E) *To acquire, construct, convert or expand either plant facilities and business or residential homes or parcels for lease or sale.*
- (F) *To have and exercise all powers incidental to the foregoing purposes, and to engage in any lawful activity permitted under the not-for-profit laws of the State of Florida.*

ARTICLE V - MEMBERSHIP

Membership will be open to all people, in accordance with the Bylaws of the organization.

The qualification for membership and the manner of their admission are one in the same; IT IS: TO BE BORN AGAIN of water and of THE SPIRIT (Jn.3:3-8; Ac. 2:1-39). All one has to do is to (1) REPENT of all his/her sins! (2) Be baptized in THE NAME OF JESUS for the remission of their SINS! (3) And THE ALMIGHTY SHALL GIVE THEM THE GIFT OF THE HOLY GHOST! From then on they must diligently endeavor by the grace of GOD - LIVE THE HOLY and SANCTIFIED LIFE the balance of their days on earth.

ARTICLE VI - QUALIFICATIONS AS TAX EXEMPT ORGANIZATION

- (A) *No part of the net earning of the corporation shall inure to the benefit of, or be distributed to its members, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the support of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) in any local campaign on behalf of any candidate for public office.*
- (B) *Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:*
1. *By 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,*
 2. *By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).*

ARTICLE VII - EXISTENCE

The existence of this Corporation shall be perpetual.

ARTICLE VIII - MANAGEMENT

The affairs of the Corporation shall be managed by the Board of Directors, hereinafter called Stewards, whose initial number shall consist of at least fifteen (15) members, but not more than fifteen.

ARTICLE IX - INITIAL STEWARDS

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The names and address of the following person shall serve as the initial Steward. The number of Stewards shall be three (3) and no more than fifteen (15) unless the congregation vote and approve a revision to the number of official Stewards by majority vote. Also, the Stewards shall select by majority vote one Steward to chair all semiannual and special called Steward meetings for no less than an annual period.

ARTICLE X - TRUSTEE SELECTION AND TENURE

Stewards are appointed to their office for life as long as they remain a member of the congregation and do not personally request removal from office or are removed from office by the Pastor if the continual practicing of sin is found in him/her as revealed by GOD ALMIGHTY. The Steward elected to serve as the Chairman will hold the position for two years and is eligible for re-election for each succeeding two year period. The Stewards will hold the election during a duly called meeting in the month of December prior to the conclusion of the biannual term of office.

ARTICLE X - REGISTERED OFFICE AND AGENT

The initial address in Florida of the registered office of the Corporation is 16725 Race Track Road, Odessa, FL. 33556. The name of the initial registered agent is JANICE S. WALKER MYERS.

ARTICLE XI - DISSOLUTION

In the event of dissolution of the Corporation, the Stewards shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation first to the Greater Tampa Urban League exclusively for the purposes of the Corporation or to such organization or organization, organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the code, or the corresponding provision of any subsequent United States Internal Revenue Law, as the Board of Directors shall determine. 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 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 XII - BYLAWS

- (A) The Stewards shall prepare the Bylaws of the Corporation and propose the Bylaws to the members.
- (B) The Bylaws will be effective upon the majority vote of the members in good standing of the Corporation approving the Bylaws.
- (C) Subsequent amendments to the Bylaws may be proposed by either a majority of the Stewards or by an individual member of the Stewards. Each proposed amendment must be approved by a majority of the members.
- (D) The Bylaws of the corporation may be rescinded by a three-fourth (3/4) vote of the members in good standing of the Corporation.

ARTICLE XIII - NON-STOCK CORPORATION

The Corporation is organized under a non-stock basis.

ARTICLES XIV - AMENDMENTS

The Articles of Incorporation and Bylaws may be made, altered, rescinded or amended by a two thirds (2/3) vote of the majority of the members, after proper notice, present and voting any at any regular meeting or special meeting called for that purpose.

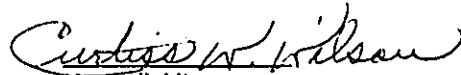
IN WITNESS WHEREOF, the undersigned have made and subscribed to the Articles of Incorporation at Tampa, Florida, on this 30th day of April, 1996.

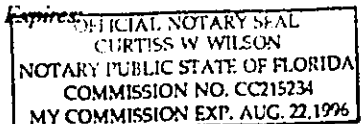

JANICE S. WALKER MYERS

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of April, 1996, by JANICE S. WALKER MYERS, who is personally known to me.


Notary Public
My Commission Expires

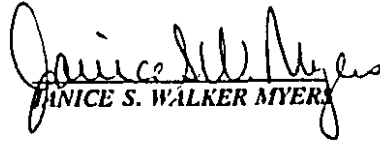


CERTIFICATE

That TRUE HOLINESS HOUSE OF GOD, THE HOLY CHURCH OF THE LIVING GOD, THE PILLAR AND THE GROUND OF THE TRUTH THE HOUSE OF PRAYER FOR ALL PEOPLE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 16725 Race Track Road, Odessa, Hillsborough County, State of Florida, 33556, has named JANICE S. WALKER MYERS, located at Odessa, Hillsborough County, State of Florida, 33556, as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.


JANICE S. WALKER MYER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA