

796 0000003604

J. JUANELL LINKOUS  
Attorney at Law  
5118 North 56th Street, Suite 111  
Tampa, Florida 33610  
(813) 621-8398  
Facsimile (813) 628-4797

June 28, 1996

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

100001885171  
-07/05/96--01051--003  
\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation of  
THE NEW LIFE CENTER, INC., a NOT FOR PROFIT corporation

Dear Sir or Madam:

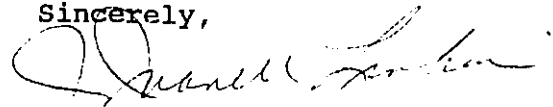
Enclosed please find the original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above-referenced NOT FOR PROFIT corporation.

Also enclosed is our check in the amount of \$122.50 made payable to the Secretary of State representing the filing fees, certified copy fee and registered agent fee.

Upon processing please return a certified copy of the Articles of Incorporation to this office.

Should you have any questions please do not hesitate to contact the undersigned at (813) 621-8398.

Sincerely,



J. JUANELL LINKOUS  
Attorney at Law

Enclosures

cc: The Reverend James R. Hughes, Jr. (w/encls.)

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12:34

ARTICLES OF INCORPORATION  
OF  
THE NEW LIFE CENTER, INC.  
(A CORPORATION NOT FOR PROFIT)

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I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Address

The name of this Corporation shall be:

THE NEW LIFE CENTER, INC.

The address of this Corporation shall be 1610 Portsmouth Lake, Drive, Brandon, Florida 33510, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II

Purposes

(a) The general nature, objects and purposes for which this Corporation is exclusively organized and operated are for religious nondenominational church activities, including to solicit, raise and spend funds to provide religious, charitable, educational and other humanitarian aid and assistance to the community and such

other religious, charitable, educational, and humanitarian purposes as the Board of Directors may from time to time determine. This Corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its religious, charitable, educational or humanitarian purposes.

(b) No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to any member, director or officer of this Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this Corporation affecting one or more of its purposes), and no member, director or officer of this Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this Corporation. No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue

Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

(d) In the event of dissolution or final liquidation of this Corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1982 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose.

### ARTICLE III

#### Powers

This Corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617, Florida Statutes, and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which this Corporation is organized, subject, however, to the following:

(a) This Corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1982, as amended heretofore or hereafter.

(b) This Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1982, or corresponding provisions of any subsequent federal tax law.

(c) This 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 of the Internal Revenue Code of 1982, or corresponding provisions of any subsequent federal tax laws.

(d) This Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1982, or corresponding provisions of any subsequent federal tax laws.

(e) This Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1982, or corresponding provisions of any subsequent federal tax laws.

(f) This Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1982, or corresponding provisions of any subsequent federal tax laws.

(g) This Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1982, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE IV

##### Members

The members of this Corporation shall consist of those persons who are listed as the initial directors of this Corporation, and such other persons, over eighteen (18) years of age, or entities, as may from time to time be elected and admitted to membership by majority vote of the Board of Directors of this Corporation in accordance with the provisions of the Bylaws of this Corporation.

#### ARTICLE V

##### Term of Existence

The term for which this Corporation is to exist shall be perpetual.

#### ARTICLE VI

##### Subscriber

The name and address of the subscriber to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
J. Juanell Linkous	5118 North 56th Street #111 Tampa, Florida 33610

#### ARTICLE VII

##### Officers and Directors

The affairs of this Corporation shall be managed by a Board of Directors who shall be elected annually by majority vote of the members of this Corporation, at a duly called meeting, as provided

in the bylaws and by officers who shall be elected annually by majority vote of the Board of Directors and who shall be members of this Corporation. The officers thus to be elected shall be a president, a secretary and a treasurer and such other officers as may be provided for in the Bylaws of this Corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of this Corporation shall be provided in the Bylaws.

The number of directors and the manner of filling vacancies in the Board of Directors shall be provided in the Bylaws of this Corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

Directors and officers of this Corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the Bylaws.

#### ARTICLE VIII

##### Directors

The name and address of the members of the initial Board of Directors, who, subject to these Articles, the Bylaws of this Corporation and the laws of the State of Florida, shall hold office

for the first year of the existence of this Corporation or until an election is held by the members for the election of permanent directors or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
James R. Hughes, Jr.	1610 Portsmouth Lake Drive Brandon, Florida 33511
Duane E. Vance	c/o 1610 Portsmouth Lake Drive Brandon, Florida 33511
Richard B. Green	c/o 1610 Portsmouth Lake Drive Brandon, Florida 33511

#### ARTICLE IX

##### Officers

The name and address of the officers of this Corporation who, subject to these Articles and the Bylaws of this Corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this Corporation or until an election is held by the directors of this Corporation for the election of permanent officers or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
James R. Hughes, Jr.	President	1610 Portsmouth Lake Drive Brandon, FL 33511
Duane E. Vance	Vice President	c/o Portsmouth Lake Drive Brandon, FL 33511
Richard b. Green	Secretary and Treasurer	c/o Portsmouth Lake Drive Brandon, FL 33511



## ARTICLE X

### Registered Office and Registered Agent

The name of this Corporation's initial registered agent at the following address is J. JUANELL LINKOUS and the street address of this Corporation's initial registered office is 5118 North 56th Street, Suite 111, Tampa, Florida 33610. This Corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said Registered office together with the name of the registered agent.

## ARTICLE XI

### Bylaws

The Bylaws of this Corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the directors of this Corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the Bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the Secretary of this Corporation to all of the members of the Board of Directors at least three (3) days before the meeting.

ARTICLE XII

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the members of this Corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the members of this Corporation or 'ten (10) days' advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each member of this Corporation prior to such meeting. All actions, including but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 28th day of June, 1996.

  
J. JUANEL LINKOUS

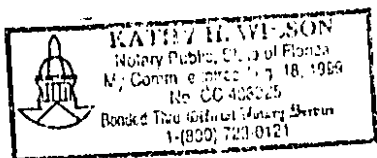
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 28th day of June, 1996, personally appeared J. JUANEL LINKOUS to me personally known by me to be the person described in and who signed the foregoing Articles of Incorporation, and with oath acknowledged to

me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



Kathy H. Wilson  
Notary Public, State of  
Florida at Large

Kathy H. Wilson  
Printed Name

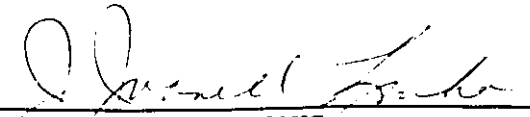
My Commission Expires: 5/18/99

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

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

THE NEW LIFE CENTER, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Brandon, County of Hillsborough, State of Florida, has named J. JUANELL LINKOUS, located at 5118 North 56th Street, Suite 111, Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within Florida.

Signature



J. JUANELL LINKOUS

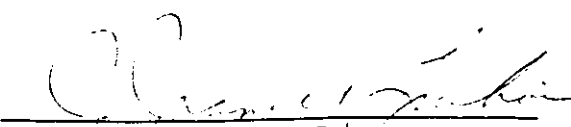
Title

Incorporator

Date: June 28, 1996

Having been named to accept service of process for the above-stated 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 relative to the proper and complete performance of my duties.

Signature



J. JUANELL LINKOUS

Date: June 28, 1996

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FILED

Thomas J. Winters  
Michael J. King  
M. Jean Holmes  
R. Thomas Irwin  
Karen L. King  
David L. Dryer  
Joel A. LaCourse  
J. Daniel Beirute  
Marshall H. Wright

Winters, King & Associates, Inc.  
Attorneys and Counselors at Law  
2448 East 81st Street • Suite 5900  
Tulsa, Oklahoma 74137-4259  
Telephone (918) 494-6868  
Facsimile (918) 491-6297

Oklahoma City  
Office

3711 Classen Boulevard  
Oklahoma City, OK 73118  
Telephone (405) 557-1700  
Facsimile (405) 524-5407

May 15, 1997

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Division of Corporations  
409 East Gaines Street  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Articles of Amendment of Articles of Incorporation of THE  
NEW LIFE CENTER, INC.

Dear Sir or Madam:

Enclosed you will find an original and one copy of the Articles of  
Amendment of Articles of Incorporation of THE NEW LIFE CENTER, INC.  
and a trust account check for \$35.00 for the cost of filing.

Please review the Amendment and if they meet with your approval,  
file the same and return a copy to my office, conformed as of the  
date of filing.

If you have any questions, please do not hesitate to contact me.  
I am,

Sincerely yours,

Thomas J. Winters

TJW:day  
Enclosures

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97 MAY 27 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE NEW LIFE CENTER, INC.

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TALLAHASSEE, FLORIDA  
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SECRETARY OF STATE

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

ARTICLE I

SEE EXHIBIT A

SECOND: The date of the adoption of the amendment(s) was: April 21, 1997.

THIRD: Adoption of Amendment (CHECK ONE)

- \_\_\_\_\_ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- X   There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Dated May 6, 1997.

THE NEW LIFE CENTER, INC.

By: James R. Hughes, Jr.  
President or other officer

JAMES R. HUGHES  
Typed or printed name

President  
Title

Signed before me this 6th day of May, 1997.

Corrine A. Horton  
Notary Public



EXHIBIT "A"  
ARTICLES OF INCORPORATION  
OF  
THE NEW LIFE CENTER, INC.

ARTICLE I

The name of this Corporation shall be:  
THE LORD'S SANCTUARY, INC.