

N96000004276

GRADY H. WILLIAMS, JR.
ATTORNEY AT LAW
1279 KINGSLEY AVENUE
SUITE 117
ORANGE PARK, FLORIDA 32073
(904) 264-0441

MASTER OF LAWH
IN TAXATION
ADMITTED TO PRACTICE
IN FLORIDA & TEXAS

August 1, 1996

MAILING ADDRESS:
POST OFFICE BOX 1542
ZIP: 32067-1542
FACSIMILE:
(904) 266-1115

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000001913100
08/05/96--01050--011
*****70.00 *****70.00

Re: Filing of Articles of Incorporation and Designation of
Registered Agent for Providence Baptist Church of Clay
County, Inc.

Greetings:

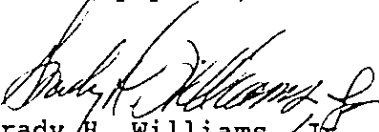
Enclosed is one original and one photocopy of the Articles of
Incorporation and Designation of Registered Agent for Providence
Baptist Church of Clay County, Inc., together with my client's
check for \$70.00 to cover the filing fee and the Designation of
Registered Agent fee.

Please file the original copy of the Articles of Incorporation
for this new Florida Not For Profit corporation and, if possible,
return the photocopy "date stamped" copy to me in the enclosed
return envelope. I am not requesting that a certified copy of the
filed articles of incorporation be returned to me at this time.

Should you have any questions concerning this matter, please
call me.

Thank you for your assistance.

Sincerely yours,


Grady H. Williams, Jr.
Florida Bar No. 0887950

634/
096-16528



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1996

REV. GRADY H. WILLIAMS JR.
1279 KINGSLEY AVENUE
STE 117
ORANGE PARK, FL 32073

SUBJECT: PROVIDENCE BAPTIST CHURCH OF CLAY COUNTY, INC.
Ref. Number: W96000016528

We have received your document for PROVIDENCE BAPTIST CHURCH OF CLAY COUNTY, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 396A00037772

GRADY H. WILLIAMS, JR.
ATTORNEY AT LAW
1270 KINGSLEY AVENUE
SUITE 117
ORANGE PARK, FLORIDA 32073
(904) 264-0441

MASTER OF LAWS
IN TAXATION
ADMITTED TO PRACTICE
IN FLORIDA & TEXAS

MAILING ADDRESS:
POST OFFICE BOX 1642
ZIP: 32067-1642
FACSIMILE:
(904) 269-1115

August 13, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Providence Baptist Church of Clay County, Inc.
Ref. No.: W96000016528

Greetings:

Enclosed please find two (2) original counterparts of the corrected Articles of Incorporation and Designation of Registered Agent of Providence Baptist Church of Clay County, Inc. Your prior letter of August 8, 1996, which returned the original articles for correction, is also enclosed.

Please file one of the original Articles of Incorporation and, if possible, return the duplicate original "date stamped" copy to me in the enclosed return envelope. I am not requesting that a certified copy of the filed articles of incorporation be returned to me at this time.

Should you have any questions concerning this matter, please call me.

Thank you for your assistance.

Sincerely yours,



Grady H. Williams, Jr.
Florida Bar No. 0887950

ARTICLES OF INCORPORATION
OF
PROVIDENCE BAPTIST CHURCH OF CLAY COUNTY, INC.

ARTICLE I
NAME

The name of the corporation is PROVIDENCE BAPTIST CHURCH OF CLAY COUNTY, INC.

ARTICLE II

INITIAL PRINCIPAL OFFICE

The initial principal place of business of this corporation is 2703 River Oak Drive, Orange Park, Florida 32073, and the initial mailing address of this corporation is the same.

ARTICLE III
DURATION

The term of duration of the corporation shall be perpetual.

ARTICLE IV
PURPOSES, LIMITATIONS, DEDICATION OF ASSETS AND DISSOLUTION

Section 4.1 Purposes. The corporation is organized and shall be operated exclusively for religious, and related charitable and educational, purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Revenue Law (the "Code"), and not for pecuniary profit, and to the extent consistent with such purposes to exclusively function, serve and minister as an evangelical Christian church, following traditional baptist doctrine and theology, in Clay County, Florida.

Section 4.2 Limitations. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, 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 purposes set forth in Section 4.1 of this Article. No substantial part of the activities of the corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the corporation 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 provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by any organization contribution to which are deductible under Section 170(c)(2) of the Code. Notwithstanding any other provision of these article, this corporation shall not, except to a de minimis degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

Section 4.3 Dedication of Assets The property of this corporation is irrevocable dedicated to the purposes set out in Article IV hereof, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or to the benefit of any private individual.

Section 4.4 Dissolution Upon the dissolution of the corporation, the board of directors shall distribute the assets of the corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the corporation, and after the return, transfer, or conveyance of assets which are held by the corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the corporation exclusively for the purposes of the corporation, to such other organization or organizations organized for charitable, educational or religious purposes and having its or their principal place of business in the State of Florida, as the board of directors shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE V

POWERS

Subject to the restrictions and limitations set forth in Article IV, the corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, intangible rights or income; to conduct its affairs, carry on its operations, and have offices and exercise its powers in any state, territory, district or

possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; or acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein; to sell, convey, mortgage, grant security interest in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets: to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and 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; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property outright or as security for the payment of funds so loaned or invested; to make donations for the public welfare or for charitable, religious, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized, including the power to make guaranties when deemed by the board of directors to be in furtherance of such purposes or purposes.

ARTICLE VI MEMBERSHIP

Section 6.1 Nonstock Basis. The corporation is organized upon a nonstock basis and will not issue shares of stock.

Section 6.2 Membership. Any born again baptized believer in our Lord and Savior, Jesus Christ, shall be eligible for membership upon their profession of faith, and their expressed desire to unite with the corporation as their church body, or upon their transfer of membership from another baptist church, or upon their statement of change of faith from another Christian denomination or affiliation. Membership may be evidenced by a certificate of membership.

ARTICLE VII BOARD OF DIRECTORS AND OFFICERS

Section 7.1 Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the board of directors, except as otherwise provided by law or in these Articles or the Bylaws of the corporation.

Section 7.2 Number and Election. The number of directors constituting the initial board of directors is seven (7). The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than five (5). The directors, including any ex officio directors who may be provided for in the bylaws of the corporation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the corporation. The name and address of each person who is to serve as a director until his death, resignation or removal, or the election or appointment and qualification of his successor, and the initial officers of the corporation, to serve in accordance with the Bylaws, are as follows:

<u>Name</u>	<u>Address</u>
KYLE D. ABSHIRE	960 PLAINFIELD AVENUE ORANGE PARK, FL 32073
DAVID CHILDS	7410 ORTEGA HILLS DRIVE JACKSONVILLE, FL 32244
MARY REYNOLDS	226 BRANSCOMB ROAD GREEN COVE SPRINGS, FL 32043
WILLIAM L. JAMESON	2599 FOXWOOD ROAD SOUTH ORANGE PARK, FL 32073
DILLON POLK	3930 MAIN STREET MIDDLEBURG, FL 32068
JACK RODGERS	6459 JACK WRIGHT ISLAND ROAD ORANGEDALE, FL 32092
REV. GRADY H. WILLIAMS, SR.	2703 RIVER OAK DRIVE ORANGE PARK, FL 32073

Section 7.3 Officers. The Board of Directors shall annually elect from the board a President and Vice President. Also, a Secretary and Treasurer shall be elected from the board or the membership annually by the Board of Directors. The duties and functions of each office shall be specified in the Bylaws for the corporation. Non-corporate offices of Pastor and Deacon shall be as specified in the Constitution for the church.

ARTICLE VIII
INDEMNIFICATION

Subject to the bylaws, the board of directors is hereby specifically authorized to make provisions for indemnification of trustees, officers, employees and agents to the full extent permitted by law.

ARTICLE IX
BYLAWS AND CONSTITUTION

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed only by the sole member. The corporation shall further adopt a Constitution, not inconsistent with these Articles or the Bylaws, which shall express the doctrinal tenets of faith, church organization and affiliation applicable to the corporation as a church.

ARTICLE X
AMENDMENTS

These Articles of Incorporation, the Bylaws and/or the church Constitution, may be amended only by the affirmative vote of both the membership and the Board of Directors of the corporation. One week's advance notice must be given prior to any such intended action by either body to amend these Articles or the Bylaws or Constitution.

ARTICLE XI
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 1279 Kingsley Ave., Ste. 117, Orange Park, Florida 32073, and the name of its initial registered agent at such address is Grady H. Williams, Jr., Esq.

ARTICLE XII
INCORPORATOR

The name and street address of the incorporator of the corporation is:

Rev. Grady H. Williams, Sr.
2703 River Oak Drive
Orange Park, Florida 32073

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 13th day of August, 1996.

Rev. Grady H. Williams, Sr.
REV. GRADY H. WILLIAMS, SR.

ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF CLAY

The foregoing instrument was executed and acknowledged before me this 13th day of August, 1996, by the Reverend GRADY H. WILLIAMS, SR., who is personally known to me, as the Incorporator signed these Articles of Incorporation.

Celeste Ann Price

Notary Public, State of Florida



CELESTE ANN PRICE
My Commission CC420803
Expires Nov. 15, 1998
Bonded by HAI
800-422-1655

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT


Pursuant to Section 48.091 and 617.0501, Florida Statutes, the following is submitted:

PROVIDENCE BAPTIST CHURCH OF CLAY COUNTY, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Clay, State of Florida, has named as its agent to accept service of process within this State:

Grady H. Williams, Jr.
Attorney at Law
1279 Kingsley Ave., Ste. 117
Orange Park, FL 32073

ACKNOWLEDGEMENT:

Having been named as Registered Agent 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 agree to comply with the obligations of this position, as provided for by applicable statute and under Florida law.


Grady H. Williams, Jr., Esq.

STATE OF FLORIDA

COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 13th day of August, 1996, by Grady H. Williams, Jr., Esq., who is personally known to me, as the person who signed this Certificate of Acceptance of Registered Agent.



Notary Public



CELESTE ANN PRICE
My Commission CC420803
Expires Nov. 15, 1998
Bonded by HAI
800-422-1555

ARTICLES OF INCORPORATION