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BRADSHAW & MOUNTJOY, P.A.

ATTORNEYS AT LAW

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August 30, 1996

Florida Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

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of Iverness

Re: St. James African Methodist Episcopal Church, Inc.

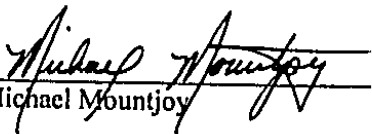
Gentlemen:

Enclosed please find original and copy of the Articles of Incorporation of the above proposed corporation for filing with your office. Also enclosed is our check in the amount of \$122.50 to cover the filing fee.

Please endorse your approval of the Articles on the copy and return to our office.

With best regards, I am

Sincerely yours,


Michael Mountjoy

MM/jcm

Enclosures: as stated

FILED
SEP 11 AM 10:19
TALLAHASSEE, FLORIDA

W96-18645

SEP 11 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 6, 1996

MICHAEL MOUNTJOY
200 COURTHOUSE SQUARE
INVERNESS, FL 34450

SUBJECT: ST. JAMES AFRICAN METHODIST EPISCOPAL CHURCH, INC.
Ref. Number: W96000018645

We have received your document for ST. JAMES AFRICAN METHODIST EPISCOPAL CHURCH, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 396A00041683

**ARTICLES OF INCORPORATION
OF
ST. JAMES AFRICAN METHODIST EPISCOPAL CHURCH OF INVERNESS, INC.
a not for profit corporation.**

To further common purposes, the members agree to organize under these Articles of Incorporation of a not for profit corporation.

**Article I
Name**

The name of this corporation shall be ST. JAMES AFRICAN METHODIST EPISCOPAL CHURCH OF INVERNESS, INC., a not for profit corporation.

**Article II
Principal Office**

The principal office for the transaction of the business of the corporation shall be located at 204 North Apopka Avenue, Inverness, FL 34450, whose mailing address is Post Office Box 1903, Inverness, FL 34451.

**Article III
Term of Existence**

This corporation is to exist perpetually.

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TALLAHASSEE, FLORIDA

**Article IV
Purpose**

This is a not for profit corporation organized solely for general charitable and eleemosynary purposes pursuant to the laws of the United States of America and the State of Florida.

**Article V
Specific and General Purposes**

The purposes for which this association is formed are:

A. The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and religion, and for charitable purposes by the distribution of its funds for such purposes, and particularly for the purpose of broadcasting the Word of God and the emulation of the Christian Principles set forth in the Holy Bible, to establish and pursue a ministry which confesses Jesus Christ, Son of God, as Savior of Mankind and the Holy Spirit, as Comforter and Purveyor of Truth and Divine Power. To operate and maintain a ministerial association exclusively for the betterment of and the salvation of the minds and souls of the people of this world and in particular, the minds and souls of the members hereof.

B. The general purposes for which this corporation is formed are to operate exclusively for such charitable and education purposes as will qualify it as an exempt organization under Internal Revenue Code §501(C)(3), including for such purposes, the making of distributions to organizations that also qualify as tax-exempt organizations under the Code.

C. This corporation shall have and exercise all rights and powers conferred on corporations under the laws of the State of Florida, provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in Subparagraphs "A" and "B" of this Article V.

D. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or religious purposes as the board of trustees shall determine and as shall, at the time, qualify as a tax-exempt organization under Internal Revenue Code §501(C)(3), or as the same may be amended.

E. The corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt to influence legislation.

F. The corporation shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

G. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

H. The corporation shall not retain any excess business holdings as defined in Section 4943(e) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

I. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

J. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

K. The 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 1954, or corresponding provisions of any subsequent Federal tax laws.

Article VI Powers

In furtherance of the purposes and objectives described hereinabove, but not in limitation thereof, this corporation shall have the power, insofar as such power is conferred or is not limited by law, to make and perform contracts for any lawful purpose, to engage in various funding and fund-raising activities and to acquire, own, hold, operate and maintain such property as to effectuate its purposes. In addition, this corporation shall have the power to:

A. Have succession and control by and of its corporate name for the period set forth in these articles of incorporation.

B. Sue and be sued, and appear and defend, in all actions and proceedings in its corporate name to the same extent as a natural person.

C. Adopt, use and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."

D. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.

E. Adopt, change, amend and repeal by-laws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.

F. Increase, by a vote of its members, as the bylaws may direct, the number of its board of trustees so that the number shall not be less than three (3), but may be any number in excess thereof.

G. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its note, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.

II. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by law in any state, territory, district or possession of the United States of America or any foreign country.

I. 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.

J. Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein.

K. Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

L. 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, municipality, or of any instrumentality thereof.

M. Lend money for corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by law.

N. Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

O. Have and exercise all powers necessary or convenient to effect any or all the purposes for which the corporation is organized.

P. Merge with other corporation both "for profit" and "not for profit", domestic or foreign, provided that the surviving corporation is a corporation not for profit.

Article VII Membership

A. The corporation shall have one class of members only. All voting rights and other rights, interests and privileges of each member shall be equal. All members shall be admitted to membership by application as set forth in the by-laws.

B. The rights and privileges of members, their responsibilities, liabilities, etc., shall be as stated in the by-laws of this corporation.

C. Membership in this corporation is open to all who profess a love for the Lord Jesus Christ, Christians who are devoted to the ministry confessing Jesus Christ as

Savior of mankind, and who follow His precepts for salvation, and who wish to do His bidding to "Go ye therefore and teach the Gospel, " and "Whatsoever you for the least of Mine, you do for Me."

Article VIII Governing Body

The powers of the corporation shall be exercised and its property controlled by the Board of Trustees. The qualifications, the time and manner of election, the terms and duties of office and the manner of filling vacancies shall be set forth in the by-laws, but that all members of the Board of Trustees shall be members in good standing of the corporation. All officers of the corporation shall be members in good standing of the board of trustees.

Article IX Trustees

A. The powers of the corporation shall be exercised, its properties controlled and its affairs conducted by a board to be known as the Board of Trustees. The number of trustees of this corporation shall be not less than three, but may be increased from time to time. The number of trustees may be changed by a bylaw duly adopted by the members.

B. The trustees of the corporation shall be elected at the annual meeting of the members. The meeting shall be held on the First Day of January, annually, at the principal office of the corporation at 204 North Apopka Avenue, Inverness, FL 34450, USA. Board meetings shall be regularly scheduled not less often than quarterly, or as deemed necessary by the trustees, but these meetings shall be business and, or strategy meetings. All meetings, other than the annual meeting shall be set by written notice from

the Chairman to the board members at least ten (10) days in advance of the actual meeting, designating the time, place and subject to be dealt with. There shall be kept in the records a copy of each notice, and the same shall be appended to the minutes of such meeting. All meetings are open to the members and guests of the members, but no written notice shall be provided to the membership of any meeting unless requested by that member. Notices shall be provided of any regular or special meeting only to the board of trustees, and any affected member(s).

C. The trustees named as the first board of trustees shall hold office until the first meeting of the members, at which time an election of trustees shall be held. Thereafter, the terms of office of two (2) of the trustees shall be two (2) years in duration, and the other two (2) trustees shall be for one (1) year, to facilitate the staggering of terms of the board members, in to ensure continuity, expertise and to assure ongoing concepts and practices. After the initial election, all board members terms shall be for a period of two (2) years. As the number of board members is expanded, the new board members shall be added to the board in staggered sequence also, so that the first expansion board member is assigned to the longest term to go group of existing board members, and the next expansion board member is assigned to the other group of board members, and future expansion board members shall be alternated as set forth hereinabove, again to protect the continuity, expertise and to assure ongoing concepts are not interrupted needlessly.

D. The names and residences of the members of the first board of trustees are as follows:

Vice Chairman: Ruby D. Franklin, 823 Poplar Street, Inverness, FL 34450
Secretary: Yvonne Gibbs, 830 Carnegie Drive, Inverness, FL 34450
Trustee Archie Dabney, 1001 Harvest Street, Inverness, FL 34450
Trustee Earnestine Demmlings, Post Office Box 1181, Inverness, FL 34450
Trustee Steven Franklin, 200 N. Apopka Avenue, Inverness, FL 34450
Trustee Thomas Futch, 1127 Mossy Oak Drive, Inverness, FL 34450
Trustee Thelma L. Halrston, 200 N. Apopka Avenue, Inverness, FL 34450

**Article X
Management of Income Property**

The management, control, investment and disposition of any income generating property of the corporation shall be exclusively vested in a finance committee, consisting of all of the board of trustees and such other expertise as is deemed appropriate to the asset, but not less than a CPA or banking officer or other expert as relates to the particular asset in question, as agreed upon by a majority of the board of trustees. For purposes of this position, the appointed person is not required to be a member of the corporation, or a member of the board of trustees, but must be a person whose aims and goals in life are compatible with the corporation's purposes. Whomsoever is so appointed to serve on this committee agrees to accept the assignment with minimal or no compensation for services rendered.

**Article XI
Amendment to Articles**

These articles may be amended or repealed, in whole or in part, only by majority vote of the corporation's members in good standing, at an organized and properly noticed meeting of the corporation, subject to approval by the Secretary of State of the State Florida and the Director of the Internal Revenue Service.

Article XII
By-Laws

By-Laws will be hereafter adopted. Such by-laws may be amended or repealed, in whole or in part, in the manner provided in the by-laws, and the amendments to the by-laws shall be binding on all members, including those who may have voted against them.

Article XIII
Dissolution

This corporation shall be dissolved and its affairs wound up by an affirmative three-fifths (3/5) vote majority vote of the corporation's voting members or when the objectives for which the corporation is organized have been fully accomplished.

Article XIV
Distribution of Assets on Dissolution

This corporation is one which does not contemplate pecuniary gain or profit to its members and is organized solely for nonprofit purposes. On the winding up and dissolution of this corporation, after payment of and/or adequate provision for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which shall be organized and operated exclusively for charitable, religious and/or scientific purposes, and which shall have established its tax-exempt status under Section 401(e)(3) of the Internal Revenue Code. If this corporation holds any assets in trust, the assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the Fifth Judicial Circuit in and for Citrus County, Florida, in the county where this corporation's principal office is located,

on petition therefor by the Attorney General of the State of Florida, or any person(s) concerned in the corporation.

**Article XV
Registered Agent**

The initial registered agent and the registered office for the registered agent of this corporation is Dolores Wilson, 204 North Apopka Avenue, Inverness, FL 34450.

**Article XVI
Initial Incorporators**

The names, addresses and prospective positions of the initial incorporators are:

Archie Dabney, 1001 Harvest Street, Inverness, FL 34450

Earnestine Demmings, Post Office Box 1181, Inverness, FL 34450

Ruby D. Franklin, 823 Poplar Street, Inverness, FL 34450

Steven Franklin, 200 N. Apopka Avenue, Inverness, FL 34450

Thomas Futch, 1127 Mossy Oak Drive, Inverness, FL 34450

Yvonne M. Gibbs, 830 Carnegie Drive, Inverness, FL 34450

Thelma L. Hairston, 200 N. Apopka Avenue, Inverness, FL 34450

THESE ARTICLES OF INCORPORATION are adopted on the 29th day of August, 1996, in Citrus County, Florida.

INCORPORATORS:


ARCHIE DABNEY

Earnestine Demming
EARNESTINE DEMMING

Ruby Franklin
RUBY FRANKLIN

Thomas Futch
THOMAS FUTCH

Yvonne M. Gibbs
YVONNE M. GIBBS

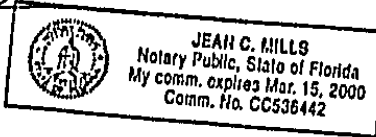
Thelma L. Hairston
THELMA L. HAIRSTON

Steven Franklin
STEVEN FRANKLIN
STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 29th day of August, 1996, by ARCHIE DABNEY who produced FDL# D150-019-28-087-0 as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the date as shown hereinabove.

Jean C. Mills
NOTARY PUBLIC
My Commission Expires:
Commission Number:

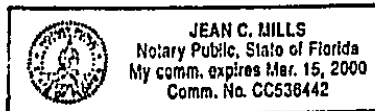


STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 29th day of August, 1996, by EARNESTINE DEMMING who produced ~~FBE#~~ FDL# D150-019-28-087-0 as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the date as shown hereinabove.

Jean C. Mills
NOTARY PUBLIC
My Commission Expires:
Commission Number:

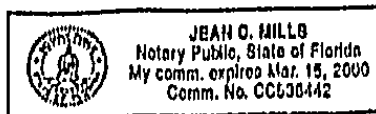


STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 29th day of August, 1996, by RUBY D. FRANKLIN who produced ~~FDL# F652-748-32-595-0~~ as identification. FID

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the date as shown hereinabove.

Jean C. Mills
NOTARY PUBLIC
My Commission Expires:
Commission Number:

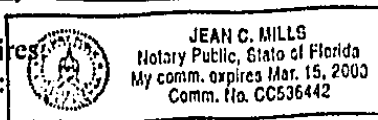


STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 29th day of August, 1996, by STEVEN FRANKLIN who produced FDL# F652-781-66-304-0 as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the date as shown hereinabove.

Jean C. Mills
NOTARY PUBLIC
My Commission Expires:
Commission Number:

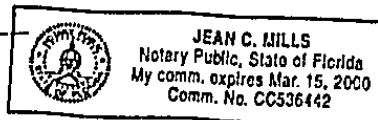


STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 29th day of August, 1996, by THOMAS FUTCH who produced FDL# F300-831-42-220-0 as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the date as shown hereinabove.

Jean C. Mills
NOTARY PUBLIC
My Commission Expires:
Commission Number:



STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 29th day of August, 1996, by YVONNE M. GIBBS who produced FDL# M440-960-59-553-0 as identification.

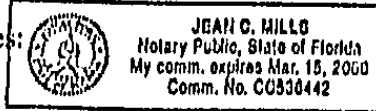
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the date as shown hereinabove.

Jean C. Mills

NOTARY PUBLIC

My Commission Expires:

Commission Number:



STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 29th day of August, 1996, by THELMA L. HAIRSTON who produced FDL# H623-832-11-559-0 as identification.

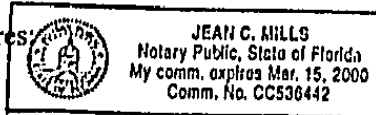
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the date as shown hereinabove.

Jean C. Mills

NOTARY PUBLIC

My Commission Expires:

Commission Number:



**REGISTERED AGENT'S
FORMAL ACKNOWLEDGMENT
AND ACCEPTANCE**

**FILED
96 SEP 11 AM 10:18
TALLAHASSEE, FLORIDA**

HAVING BEEN NAMED as Registered Agent and designated to accept Service of Process for the above stated Not for Profit Corporation at the place designated hereinabove in this document.

I HEREBY ACCEPT the appointment as registered Agent and agree to act in this capacity.

I FURTHER AGREE to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

I AM FAMILIAR with and accept the obligation of my position as Registered Agent.

Dolores Wilson
DOLORES WILSON
Registered Agent