

N960000006237

PHILIP S. HANEY LL.M. (TAXATION)
ADMITTED OKLAHOMA AND TENNESSEE

LAW OFFICES
PHILIP S. HANEY ASSOCIATES
CROW CREEK OFFICE PARK
1210 EAST 33RD STREET, SUITE 200
TULSA, OKLAHOMA 74105-2018

TELEPHONE (918) 744-1023
FACSIMILE (918) 744-1043

WRITERS DIRECT DIAL NUMBER
(918) 744-

November 20, 1996

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

100002021161--0
-12/05/96--01061--014
*****70.00 *****70.00

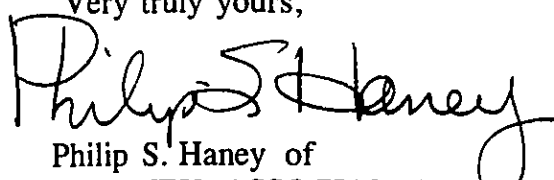
Re: *Articles of Incorporation of*
DIVINE RENDEZVOUS MINISTRIES, INC.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of Divine Rendezvous Ministries, Inc. Please file the original Articles and return a file-stamped copy to the undersigned in the self-addressed envelope provided. A check made payable to the "Florida Department of State" in the amount of \$70 is enclosed to cover the cost of filing.

Please call the undersigned if you have any questions in connection with this filing. Thank you for your cooperation and courtesies.

Very truly yours,


Philip S. Haney of
PHILIP S. HANEY ASSOCIATES

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -5 PM 12:24

PSH/rr
Enclosures

g/ja/96

**ARTICLES OF INCORPORATION
OF
DIVINE RENDEZVOUS MINISTRIES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -5 PM 12: 24

(A Florida Corporation Not for Profit)

The undersigned, acting as Incorporator of a corporation, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

CORPORATE NAME

The name of the Corporation is:

DIVINE RENDEZVOUS MINISTRIES, INC.

ARTICLE II

DURATION

The period of duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

CORPORATE PURPOSES; POWERS

1. The purposes for which the Corporation is organized are exclusively religious, charitable, and educational 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.

The Corporation's religious, charitable and educational goals shall be met through the following specific methods:

- (a) Making a commitment to humanitarian causes, provisions and relief throughout the world.
- (b) Providing and distributing humanitarian assistance and relief (feeding, clothing, medical) directly or indirectly to the needy in the United States, Chile, South America and other nations.
- (c) Providing religious and evangelistic literature (Bibles, Christian publications and other related materials) for Christian witness and training.
- (d) Providing educational assistance (grants, scholarship, equipment, materials and supplies) to train and educate disadvantaged children in the United States, Chile, South America and other nations, and elsewhere in the world, to acquire income-generating skills and to become productive and self-supporting members and contributors in their local and national communities.
- (e) Networking with existing facilities or organizations capable of providing relief and assistance to the needy.
- (f) Encouraging, promoting, pioneering and establishing additional groups to carry out similar goals and purposes.
- (g) Encouraging, promoting, assisting and supporting other nonprofit groups, of all types and character, with similar goals and purposes.
- (h) Preaching and teaching God's Word while helping the natural needs of people in a way to foster the ideals of self-help and not dependency.
- (i) Providing support and supplies directly or indirectly to schools, educational facilities, hospitals, clinics and similar centers for the provision of medical treatment and care, including orphanages, churches and ministries; and

- (j) By doing whatever is legal under Florida law as pertaining to not-for-profit corporations including operating for religious, charitable and educational purposes in order to qualify the Corporation as an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax law.

2. As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:

(a) To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature of description and wherever situated.

(b) To sell, exchange, convey, mortgage, lease transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(c) To borrow money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bill of exchange, and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property, real and personal, as it shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Internal Revenue Code of 1986 and applicable regulations thereunder, as they now exist or as they may be amended.

3. In the conduct of the affairs of the Corporation:

(a) The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

- (1) as a corporation which is exempt from federal income taxation as an organization described in 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) as 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).

(b) The property of the Corporation is irrevocably dedicated to religious, educational and charitable purposes, and 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 to it and to make payments and distributions in furtherance of the purposes set forth in this Article.

(c) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.

(d) The Corporation shall not:

- (1) operate for the purpose of carrying on a trade or business for profit;

- (2) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or
- (3) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.

(e) The Corporation's operations are to be conducted principally in the United States of America and Caribbean nations; the Corporation also may conduct operations in other foreign countries, subject, however, to the laws of the State of Florida.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial street address and mailing address of the principal office and registered office of the Corporation is: 7995 Highway A1A, Melbourne Beach, FL 32951 and the name of the registered agent at such address is William Batchelor.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors which shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by a majority of the directors, but at no time shall there be fewer than three (3) directors of the Corporation.

ARTICLE VI

INITIAL DIRECTORS

The manner in which the Directors of the Corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the

Corporation. The names and street addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Street Address</u>
William H. Batchelor	7995 Highway A1A Melbourne Beach, FL 32951
Isabel A. Batchelor	7995 Highway A1A Melbourne Beach, FL 32951
Thomas H. Ross	476 Highway A1A Satellite Beach, FL 32937

ARTICLE VII

CORPORATE NATURE

This Corporation is organized under a non-stock basis.

ARTICLE VIII

MEMBERS

This Corporation, as a non-member corporation, shall have no members. All voting rights reside in the Board of Directors. The manner in which the Directors of the Corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the Corporation.

ARTICLE IX

AMENDMENTS

Amendments to these Articles of Incorporation may be adopted by a majority of the directors in the manner set forth in the Bylaws of this Corporation.

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

Philip S. Haney
1218 E. 33rd Street
Suite 200
Tulsa, Oklahoma 74105

ARTICLE XI

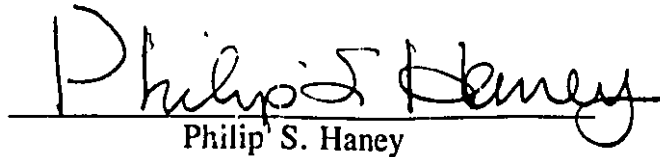
DISSOLUTION

In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to a nonprofit corporation qualifying as an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, and as an organization qualifying as a public charity under the provisions of Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the Directors 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 or contributed by such trustees, for any other such purpose. Any of such assets not so disposed of shall be disposed of by the District 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.

Dated this 25th day of November, 1996.

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Articles of Incorporation.


Philip S. Haney

STATE OF OKLAHOMA)
) : ss
COUNTY OF TULSA)

I hereby certify that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared Philip S. Haney, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State aforesaid this 25th day of November, 1996.


Notary Public
My Commission Expires: 3-1-99

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -5 PM 12:24

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

Divine Rendezvous Ministries, Inc.

2. The name and address of the registered agent and office is:

William Batchelor, Registered Agent
7995 Highway A1A
Melbourne Beach, FL 32951

ACCEPTANCE BY REGISTERED AGENT

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, and I accept the duties and obligations set forth in Section 607.325, Florida Statutes.



William Batchelor

Date: November 27, 1996