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Reply To: Miami Office

December 19, 1996

Secretary of State of Florida  
Corporate Division  
409 E. Gaines Street  
Tallahassee, Florida 32301

FEDERAL EXPRESS

Re: Articles of Incorporation of  
Angels of Mercy Ministries International  
a Florida not-for-profit corporation

700002035137--8  
-12/20/96--01073--008  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

EFFECTIVE DATE  
1-1-97

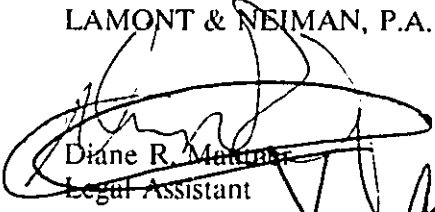
Enclosed, please find Articles of Incorporation for Angels of Mercy Ministries International,  
a Florida not-for-profit corporation.

Also enclosed is our cost check of \$122.50.

Please forward the certified copy of the Articles of Incorporation to the undersigned in the  
pre-addressed stamped envelope enclosed.

Very truly yours,

LAMONT & NEIMAN, P.A.

  
Diane R. Malone  
Legal Assistant  
enc.

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12/26*

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12/26*

96 DEC 20 AM 9:22  
STATE OF FLORIDA  
TALLAHASSEE  
12/26

**ARTICLES OF INCORPORATION**

**OF**

**ANGELS OF MERCY MINISTRIES INTERNATIONAL, INC.**  
**a Florida not-for-profit corporation**

FILED  
96 DEC 20 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida law, the undersigned acting as incorporator of the Corporation adopts the following Articles of Incorporation, effective January 1, 1997:

**ARTICLE I**

**Name**

The name of this Corporation shall be ANGELS OF MERCY MINISTRIES INTERNATIONAL, INC.

**ARTICLE II**

**Principal Office; Registered Office and Agent**

EFFECTIVE DATE  
1-1-97

The street address of the principal office of the Corporation is: 4816 N.W. 22nd Avenue, Miami, Florida 33147, and the registered office of this corporation is: One Biscayne Tower, Suite 3550, Two South Biscayne Boulevard, Miami, Florida 33131, Biscayne Boulevard, Miami, Florida 33138, and the name of the registered agent of this Corporation at that address is: LAMONT & NEIMAN, P.A.

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

By:

Jan S. Neiman, Secretary

### **ARTICLE III**

#### **Duration**

The period of the duration of this Corporation is perpetual unless dissolved according to law.

### **ARTICLE IV**

#### **Purpose**

The purposes for which the Corporation is organized are:

A. This Corporation is organized and shall operate exclusively for charitable, religious, education and scientific purposes; and this Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt religious, educational, charitable, and scientific purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf.

B. As a means and incidental to accomplishing the purposes for which this Corporation is being organized, it shall have the following powers:

- (1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property both real and personal, of whatever nature or description and wherever situated; and
- (2) 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; and
- (3) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies 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 mortgages, 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; and
- (4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of

Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

(6) To serve as trustee of any property, real or personal wheresoever situated either within or without the State of Florida; and

(7) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in sections 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986 and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Sections 501(c)(3), 2055(a) and 170(c) of the Internal Revenue Code of 1986. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be

entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Sections 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusive public purposes. Officer and Directors may be reasonably compensated for their services in winding up, liquidating and dissolving the Corporation.

#### **ARTICLE V**

##### **Qualifications of Members**

Bishop Edward D. Sawyer, Sr., shall be a member of this Corporation until his death. Existing and future members shall be qualified and admitted as members (1) upon election or (2) by appointment to the Board of Directors, but only for so long as such persons serve as Directors.

#### **ARTICLE VI**

##### **Board of Directors**

This Corporation shall have five (5) directors. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than three (3). The names and addresses of the directors of this Corporation, are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Bishop Edward D. Sawyer, Sr.	P. O. Box 701 Opa Locka, Florida 33054
Evangelist A.V. Saywer	P. O. Box 701 Opa Locka, Florida 33054
Elder Eric E. Harris, Sr.	P. O. Box 701 Opa Locka, Florida 33054
Alicia J. McIntyre	P. O. Box 701 Opa Locka, Florida 33054

Deacon James Ross

P. O. Box 701  
Opa Locka, Florida 33054

The directors shall be elected pursuant to the Bylaws of the Corporation.

**ARTICLE VII**

**Stock**

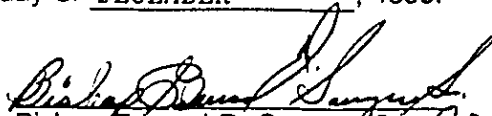
This Corporation is organized under a non-stock basis.

**ARTICLE VIII**

**Disposition of Assets on Dissolution**

In the event of dissolution, 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), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purposes.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on this 18th day of DECEMBER, 1996.

  
Bishop Edward D. Sawyer Sr.  
Incorporator

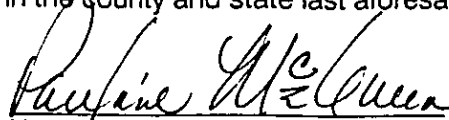
P.O. Box 701  
Opa Locka, Fla  
33054

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 18th day of DECEMBER, 1996, by BISHOP EDWARD D. SAWYER, SR., the Incorporator described in and who executed the foregoing Articles of Incorporation, who is personally known to me, and who did not take an oath.

Witness my hand and official seal in the county and state last aforesaid, this 18th day of DECEMBER, 1996.

OFFICIAL NOTARY SEAL  
PAULINE M. MCQUEEN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC248463  
MY COMMISSION EXP. DEC. 28, 1996  
my commission expires.

  
Notary Public, State of Florida  
PAULINE McQUEEN  
(Notary - print name)

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