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CERTIFIED PUBLIC ACCOUNTANTS

1300 N. FEDERAL HIGHWAY • SUITE 102
BOCA RATON, FLORIDA 33432
(407) 368-9518
FAX (407) 368-9519

1425 AURORA ROAD • SUITE B
MILBOURN, FLORIDA 32935
(407) 253-9012
FAX (407) 368-9519
REPLY TO: BOCA RATON

S. HOWARD REED, C.P.A.
RANDALL H. REED, C.P.A.

December 17, 1996

100002037071--3
-12/24/96--01107--003
*****70.00 *****70.00

Secretary of State
Division of Corporations
The Capital
Tallahassee, FL 32304

Re: The Voice of Triumph Ministries, Inc.

Gentlemen:

Enclosed you will find the original and one copy of the Articles of Incorporation for The Voice of Triumph Ministries, Inc. along with check in the amount of \$70.00 to cover the fees.

Please return the recorded documents to Reed and Company, 1300 N. Federal Hwy., #102, Boca Raton, FL 33432, as soon as possible.

Yours very truly,

S. Howard Reed
S. Howard Reed, C.P.A.

SHR:lms
Enc.

FILED
96 DEC 23 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kr
12.30.96

ARTICLES OF INCORPORATION
OF
THE VOICE OF TRIUMPH MINISTRIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be: THE VOICE OF TRIUMPH MINISTRIES, INC.

ARTICLE II

The term of existence of this corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. To teach the Gospel of Jesus Christ. To teach people how to live triumphant lives and be victorious in the Lord. The teachings will be one to one ministry and also teaching in group settings in homes, churches, auditoriums etc.. The teachings will be available to all with no discrimination and no cost.

3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To receive funds and donations in kind and from time to time to further the purposes of this corporation.

5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

6. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

7. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the 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.

8. Notwithstanding any other provision of the Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

9. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, Florida 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.

10. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

11. The membership of this corporation shall be elected by a majority vote of the Board of Directors.

ARTICLE IV

The names and residence of the subscriber of this corporation is as follows:

S. Howard Reed
1300 N. Federal Hwy., #102
Boca Raton, FL 33432

ARTICLE V

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors.

ARTICLE VI

The address of the principal place of business or principal office of this corporation is: 1300 N. Federal Hwy., Ste 102, Boca Raton, FL 33432.

ARTICLE VII

The members of the Board of Directors shall never be less than three (3) in number.

ARTICLE VIII

The Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by the Chairman of the Board.

ARTICLE IX

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE X

The corporation shall hold an annual meeting within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting directors shall be elected or appointed in accordance with the By-Laws.

IN WITNESS WHEREOF, I have subscribed my name this 13th day of December, 1996.

S. Howard Read
Incorporator

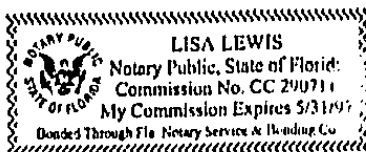
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me personally appeared S. Howard Read, known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes herein stated.

WITNESS, my hand and official seal at Palm Beach County, Florida this 18 day of December, 1996.

Lisa Lewis
Notary Public

My commission expires:



A

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First-That The Voice of Triumph Ministries, Inc. desiring
to organize under the laws of the State of Florida with its
principal office, as indicated in the articles of incorporation at
City of Boca Raton County of Palm beach, State of Florida has named
S. Howard Reed, located at 1300 N. Federal Hwy., Suite 102, City of
Boca Raton, County of Palm Beach, State of Florida, as its agent to
accept service of process within this state.

ACKNOWLEDGEMENT: (Must be signed by designated agent)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate. I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: S. Howard Reed
Signature
(resident agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA