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ROBINSON R. HARRELL & ASSOCIATION
ATTORNEYS AT LAW
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TALLAHASSEE, FLORIDA 32301
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December 20, 1996

Corporate Records Bureau
Division of Corporations
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Florida 32301

SECRETARIAL DIVISION
-13729796-011038-015
***122.50 ***122.50

RE: The Father's Heart Ministries, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of the above-referenced corporation. I would appreciate your filing same and returning one certified copy of the Articles of Incorporation to this office.

Enclosed is our client's check in the amount of \$122.50 to cover the cost of filing the Articles and the cost of the certified copy.

Thank you for your assistance in this matter. Please call me if you have any questions.

Very truly yours,

ROBINSON R. HARRELL

RRH/slb

Enclosures: Original and one (1) copy of Articles of Incorporation
Check

FILED
96 DEC 23 AM 8:31
SECRETARIAL DIVISION
TALLAHASSEE, FLORIDA

KR
12.31.96

ARTICLES OF INCORPORATION
OF
THE FATHER'S HEART MINISTRIES, INC.

FILED
96 DEC 23 AM 8 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is THE FATHER'S HEART MINISTRIES, INC.

ARTICLE II

DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the filing of these Articles.

ARTICLE III

CORPORATE PURPOSES

This corporation is not formed for pecuniary or financial gain, and is organized exclusively for charitable, religious, and educational purposes, incident to spreading, proclaiming and teaching the Gospel of Jesus Christ, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 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 shall have the power to ordain persons into the ministry of Jesus Christ.

Except as permitted by Chapter 617 of Florida Statutes and the Internal Revenue Code, no part of the assets, income, or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 these Articles. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation's contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)."

ARTICLE IV

MEMBERSHIP

The membership of the corporation shall be divided into such classes and enjoy such rights and privileges and may be subject to such terms and conditions as may be prescribed in the By-Laws of the corporation. The initial classes of membership shall be active and honorary.

ARTICLE V

RIGHTS AND LIABILITIES

The Corporation shall not issue capital stock and shall not be operated for profit. 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 in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, for the federal, state, or local government for exclusive public purpose. The members of the Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

ARTICLE VI

FEES AND DUES

The membership shall be subject to such fees and dues as may be set forth in the By-Laws.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors composed of five (5) active members of the corporation elected by the active members of the corporation at a duly constituted meeting as prescribed in the By-Laws. The number of Directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
S. Scott Webster	696 Indigo Loop North Destin, FL 32541
Kathleen A. Webster	696 Indigo Loop North Destin, FL 32541
Charles F. Johnson	2 Sky High Dunes Drive Santa Rosa Beach, FL 32459
John G. Fichtner	1603 Brentwood Drive Marietta, GA 30062
Robert E. Joyce	2836 Horseshoe Court Auburn Hills, MI 48326

ARTICLE VIII

INITIAL OFFICERS

The officers of the corporation, shall be elected by the Directors as prescribed in the By-Laws of the corporation. The initial officers who shall serve for a term of one (1) year or until their successors are duly elected and qualified, are as follows:

President	S. Scott Webster
Vice President	Kathleen A. Webster
Secretary	John G. Fichtner
Treasurer	Charles F. Johnson

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is:

S. Scott Webster	696 Indigo Loop North Destin, FL 32541
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ARTICLE X

REGISTERED AGENT

The address of the initial registered office of the corporation shall be at 696 Indigo Loop North, Destin, Florida 32541, and the name of the initial registered agent at such address shall be S. Scott Webster.

ARTICLE XI

AMENDMENTS

Unless otherwise provided in the By-Laws, these Articles of Incorporation may be amended by a majority vote of the active members present and voting at a regular membership meeting, providing said amendment is proposed by an active member at the meeting preceding the meeting at which the amendment is to be voted upon.

ARTICLE XII

BY-LAWS

The Directors shall adopt such By-Laws and amendments thereof as shall from time to time be required, provided said By-Laws are not inconsistent with these Articles of Incorporation or with the laws of the State of Florida. Unless otherwise provided in the By-Laws, said By-Laws may be adopted or amended by a majority vote of the Directors present and voting at any regular meeting of the Directors.

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify every officer and director of the corporation against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or director in connection with any action, suit, or other proceeding to which he may be made a party by reason of being or having been an officer or director of the corporation whether or not such person is an officer at the time such expenses are incurred. The officers and directors of the corporation shall not be liable to the members of the corporation for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and directors of the corporation shall have no personal liability with respect to any contract or other commitment made by them in good faith on behalf of the corporation and the corporation shall indemnify and hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right of indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the corporation may be entitled.

ARTICLE XIV

CORPORATE POWERS

The Corporation shall have and possess all powers necessary to conduct its affairs and to carry out the purposes for which it is organized, together with all powers conferred upon such corporations by the laws of the State of Florida, provided, however, that only such purposes and powers shall be exercised as

are in the furtherance of the purposes and objects for which the Corporation is formed, and in all events, upon any dissolution or final liquidation of the Corporation, distribution of the net assets of the Corporation remaining after payment of all of the debts and obligations of the Corporation shall be made as provided in the By-Laws or in a plan of dissolution provided that no part of the net earnings or assets shall inure to the benefit of any individual member or members, officers, or directors. Any by-law or plan of dissolution must be in compliance with the requirements of Article V above.

ARTICLE XV

INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office, and the mailing address, of the corporation are as follows:

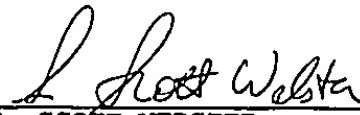
INITIAL PRINCIPAL ADDRESS

696 Indigo Loop North
Destin, Florida 32541

MAILING ADDRESS

Same

IN WITNESS WHEREOF, these Articles Of Incorporation are executed this 12th day of December, 1996.



S. SCOTT WEBSTER
(Incorporator)

STATE OF FLORIDA

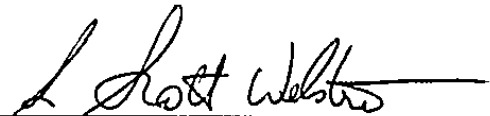
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State aforesaid and in the County aforesaid to

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED:**

Pursuant to Section 48.091, Florida Statutes, the following is submitted: THE FATHER'S HEART MINISTRIES, INC., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles Of Incorporation at 696 Indigo Loop North, Destin, Florida 32541, has named S. Scott Webster at this address as its agent to accept service of process within the State of Florida.

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



S. SCOTT WEBSTER
Resident Agent

take acknowledgments, personally appeared **S. SCOTT WEBSTER**, known to me to be the person described in, and who, after being duly sworn, executed the foregoing Articles Of Incorporation and acknowledged before me that he executed the same after presenting to me the following:

- Current Identification card or _____ drivers' license # _____ issued by the Department of Highway Safety and Motor Vehicles; or
- Passport issued within the past five years by the Department of State of the United States; or
- ✓ Other: Personally Known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 12 day of December, 1996.



TAMERA J WEBSTER
My Commission CC335785
Expires Dec. 12, 1997

Tamera J Webster
NOTARY PUBLIC
My Commission Expires:

FILED
96 DEC 23 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA