



THE UNITED STATES
CORPORATION
COMPANY

N970000006338

ACCOUNT NO. : 072100000032

REFERENCE : 594943 1299A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 10, 1997

ORDER TIME : 9:38 AM

ORDER NO. : 594943-005

CUSTOMER NO: 1299A

CUSTOMER: Gail Hartley, Secretary
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
Suite 800
125 West Romana Street
Pensacola, FL 32501

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DIVISION OF CORPORATION

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DOMESTIC FILING

NAME: HEART'S DESIRE MINISTRIES, INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DMC
11-10-97

**ARTICLES OF INCORPORATION OF
HEART'S DESIRE MINISTRIES, INC.
A CORPORATION NOT FOR PROFIT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned individuals, desiring to form a corporation not for profit under the provisions of Chapter 617, Florida Statutes, hereby subscribe to the following Articles of Incorporation:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is Heart's Desire Ministries, Inc.

ARTICLE II - ADDRESS AND PRINCIPAL OFFICE

The principal street address and mailing address of the corporation is 5736 Bronco Place, Milton, Florida 32570.

ARTICLE III - PURPOSES

The purposes for which the corporation is organized shall be as follows:

(a) To receive and maintain a fund or funds of 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 religious and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended.

(b) No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for

the corporation in effecting one or more of its purposes), and no member, 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) 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 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(f) 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 1986 or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

ARTICLE IV - MEMBERSHIP

The membership of the corporation shall consist at all times of the members of the Board of Directors as provided for herein, then in office, and their successors. Additional persons shall be qualified to become members as shall be approved by a majority vote of the Board of Directors, and admission to membership shall be by such majority vote, as provided in the bylaws of the corporation.

ARTICLE V - INCORPORATORS

The names and addresses of the incorporator to these Articles of

Incorporation and the initial director of the corporation are as follows:

GAIL A. HARTLEY
5736 Bronco Place
Milton, FL 32570

JAMES T. HARTLEY
5736 Bronco Place
Milton, FL 32570

ARTICLE VI - OFFICERS

The corporation shall have officers consisting of a President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors of the corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the corporation. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors.

The names of the officers who are to manage all affairs of this corporation until the first election are:

President:	Gail A. Hartley
Vice President:	James T. Hartley
Secretary:	Gail A. Hartley
Treasurer:	James T. Hartley

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this corporation not for profit shall be managed by a Board of Directors. The directors shall be elected at the annual meeting of the corporation with the method of election as stated in the bylaws of the corporation. The directors shall have full power to elect directors to fill vacancies in office, or to fill the office of any director who may resign, die, become disabled, or refuse to act.

The majority vote of the directors in office shall be sufficient for the taking of any action within the power of the corporation.

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than three (3). The names and addresses of the initial directors of this corporation are:

GAIL A. HARTLEY
5736 Bronco Place
Milton, FL 32570

JAMES T. HARTLEY
5736 Bronco Place
Milton, FL 32570

PAMELA MCKINNEY
1570 Janice Court
Gulf Breeze, FL 32561

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the members, directors, and officers of the corporation are subject to this reservation.

ARTICLE IX - BYLAWS

The bylaws of the corporation are to be made, altered, amended, or repealed by the Board of Directors in the manner set forth in the bylaws of the corporation.

ARTICLE X - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed to religious or educational organizations which would then qualify under the provisions of Section 501(c)(3)

of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

No member, director or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be 5736 Bronco Place, Milton, Florida 32570, and the name of the registered agent of this corporation at that address shall be Gail A. Hartley.

IN WITNESS WHEREOF, we, the undersigned, subscribing incorporators of Heart's Desire Ministries, Inc., have hereunto set our hands and seal on the dates hereinafter set forth for the purpose of forming this corporation not for profit under the laws of the State of Florida.

DATE: 11/7/, 1997 Gail Hartley (SEAL)
GAIL A. HARTLEY

DATE: 11/7/, 1997 James T. Hartley (SEAL)
JAMES T. HARTLEY

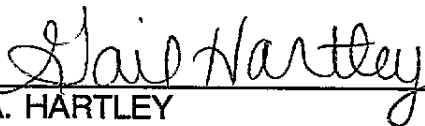
REGISTERED AGENT ACCEPTANCE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I do hereby accept the foregoing designation as registered agent of Heart's
Desire Ministries, Inc. I am familiar with and accept the duties and obligations of
such designation.



GAIL A. HARTLEY