

N97000006397

TRANSMITTAL LETTER FILED

97 NOV 10 PM 1:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee FL 32314

900002342459--2
-11/10/97-01060-017
***122.50 ***122.50

SUBJECT:

VINEDRESSERS MINISTRIES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate
- \$122.50 Filing Fee & Certified Copy of Articles (Additional Copy Required)
- \$131.25 Filing Fee, Certified Copy, & Certificate (Additional Copy Required)

FROM:

Wendy Conley
15710 Jericho Drive
Odessa FL 33556

(813) 920-704

Wendy Conley
 AUTHORIZATION BY PHONE TO **GAVE**
 CORRECT *As he is III*
 DATE *11/13/97*
 604 DOC. EXAM. *OK*

NOTE: Please provide the original and one copy of the articles

P. Hat

NOV 13 1997

ARTICLES OF INCORPORATION
OF
VINEDRESSERS MINISTRIES. INC.

FILED
97 NOV 10 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, residents of the State of Florida and citizens of the United States of America, of full age of majority, have for the purpose of forming a non-profit corporation pursuant to the laws of the State of Florida, for the purposes expressed in ARTICLE III hereof, adopted the following Articles of Incorporation:

ARTICLE I - NAME

The NAME of this corporation shall be VINEDRESSERS MINISTRIES. INC. and its duration is to be perpetual.

ARTICLE II - PRINCIPAL OFFICE

The NAME of the registered agent and the location and principal address of the corporation's registered office in the State of Florida is
Wendy Conley - 15710 Jericho Drive Odessa FL 33556

ARTICLE III - PURPOSES

This nonprofit corporation is organized and operated exclusively for the religious purposes of a Christian Ministry within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, of the United States of America.

It is further established as a Christian development center that will meet the needs of the entire family unit through the Gospel of Jesus Christ. The needs of each member of the family - children and adults - will be addressed.

In furtherance of its nonprofit, tax-exempt purposes, the corporation shall have the following powers and authority; however, the corporation shall not be empowered, and is prohibited from, engaging in any activity which is not allowed pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, of the United States of America:

- (a) To operate under the name as set forth in ARTICLE I above;
- (b) To employ qualified legal counsel and other necessary personnel to carry out the purposes of this corporation;
- (c) To accept financial contributions;

- (d) Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.)
- (e) To adopt and use a corporate seal;
- (f) To make contracts;
- (g) By its Board of Trustees to appoint such officers and employees as may be decreed proper; define their authority and duties; fix their compensation; require bonds of such of them as it deems advisable and fix the penalty thereof; dismiss such officers or employees, or any thereof for any good reason and appoint others to fill their places;
- (h) To adopt bylaws regulating and establishing:
 - (1) A definite and distinct ecclesiastical government;
 - (2) A formal code of doctrine and discipline;
 - (3) A membership not associated with any church and/or denomination;
 - (4) An organization to include ordained ministers that will minister under the direction of the Holy Spirit;
 - (5) Training classes and seminars for the instruction of families, and single individuals young and old; and
 - (6) Schools for the preparation of lay people and ministers: and
 - (9) Christian Schools and early childhood development centers, ministering to both the physical and the spiritual development, to include all children of every race, creed, or religion;
- (i) To adopt and assume VINEDRESSERS MINISTRIES. Inc.'s in the furtherance of its nonprofit, tax exempt purposes;
- (j) To use any and all media, including but not limited to, print, television and radio, in the furtherance of its nonprofit, tax-exempt purposes;
- (k) To conduct seminars in the furtherance of its tax-exempt purposes;
- (l) To provide for Christian Fellowship for those of like faith, where the Holy Spirit and Jesus Christ, the Son of God, may be honored according to our distinctive testimony;
- (o) To assume our share of the responsibility and the privilege of propagating the Gospel of Jesus Christ;
- (p) To acquire, hold, operate, mortgage, hypothecate, and dispose of any property (real, personal or mixed) whenever necessary or appropriate to the carrying out of its nonprofit, tax-exempt purposes; and

- (q) To exercise such incidental powers as may reasonably be necessary to carry out the purposes for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a religious organization as set forth in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, of the United States of America.

Notwithstanding any provisions of these Articles of Incorporation, the corporation shall not engage in any political activity proscribed by Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, of the United States of America, nor shall any income or assets of the corporation inure to the benefit of any member, private individual or business entity.

ARTICLE IV DIRECTORS/TRUSTEES

The number of trustees, and their qualifications, of this corporation shall be established in the bylaws of this corporation. The Board of trustees shall be the only voting members of the corporation and shall conduct all of the business of the corporation except as specifically delegated. The manner of election shall be as stated in the bylaws.

ARTICLE V – NO CAPITAL STOCK

This non-profit corporation is formed without any purpose of monetary profit to itself or its members and shall have no capital stock.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent of the corporation shall be
Wendy Conley
15710 Jericho Drive
Odessa FL 33556

ARTICLE VII - INCORPORATORS

The VINEDRESSERS MINISTRIES, INC. and address of each incorporator.

Wendy Conley
15710 Jericho Drive
Odessa FL 33556

Harrison Conley
15710 Jericho Drive
Odessa FL 33556

ARTICLE VIII - DISSOLUTION

Upon dissolution of the corporation for any cause, all of the assets and property, both real and personal, then owned or controlled by this corporation shall revert to and become the property of a non-profit institution accorded tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, of the United States of America, to be designated by the board of Trustees; provided, however, that the just debts and liabilities of the corporation shall first be paid. Upon dissolution, none of the assets or property of the corporation shall devolve to the benefit of any private individual or business entity of the corporation.

ARTICLE IX - PRESIDENT

The President of the Corporation shall manage the daily affairs of the corporation. The President will be elected on an annual basis from the voting members of the corporation.

ARTICLE X - BY-LAWS


The by-laws of the corporation may be made, altered, or rescinded by the Board of Trustees of the corporation, through regular or special meeting.

ARTICLE XI - AMENDMENTS

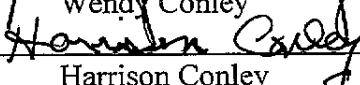
These Articles may be amended at any regular meeting of the membership of the corporation, or at a special meeting called for that purpose, by a two-thirds (2/3) majority.

The undersigned Incorporators have executed these Articles of Incorporation this 27th day of October 1997

Signatures of Incorporators:



Wendy Conley



Harrison Conley

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

97 NOV 10 PM 1:57

PURSUANT TO THE PROVISIONS OF SECTION 60.0501, FLORIDA STATE
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED IN
UNDER THE OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

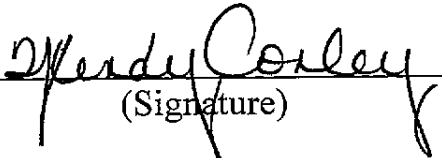
The name of the corporation is:

**VINEDRESSERS MINISTRIES. INC.
15710 Jericho Drive
Odessa FL 33556**

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

**Wendy Conley
15710 Jericho Drive
Odessa FL 33556**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


(Signature)

10-27-97
(Date)