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GIBBS & CRAZE FILED

*Attorneys and Counselors at Law*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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PLEASE RESPOND TO:  
Florida Office

November 7, 1997

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

100002349441--1  
-11/17/97--01139--016  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: Genesis Ministries, Inc.

Dear Sirs:

Enclosed is an original and one copy of the articles of incorporation and certificate of designation-registered agent/registered office and a check for \$122.50 (filing fee and certified copy).

Once filed, please return the certified copy of the articles to:

Gibbs & Craze, P. A.  
5666 Seminole Boulevard  
Suite 2  
Seminole, FL 33772

If you have any further questions, please contact our office at (813) 399-8300.

Sincerely,

GIBBS & CRAZE CO., L. P. A.

  
Zachary S. Gray

P. Hall

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**Articles of Incorporation  
of  
Genesis Ministries, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

**Article 1**

The name of the corporation is GENESIS MINISTRIES, INC.

**Article 2**

The principle place of business of this corporation is 13050 North Highway 89, Jay, Florida, 32565 (Santa Rosa County).

**Article 3**

The corporation is organized as a church exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), including, but not limited to, for such purposes, the establishing and maintaining of religious worship, the building and maintaining of churches, parsonages, schools, and such other religious, charitable, or educational institutions as may be appropriate in accordance with said tax exempt purposes, and further including the evangelizing of the unsaved by the proclaiming of the gospel of the Lord Jesus Christ, the educating of believers in a manner consistent with the requirements of Holy Scripture, both in Sunday and weekday boarding schools of Christian education, the maintaining of missionary activities in the United States and any foreign country, and any other lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under other laws of the state of Florida.

**Article 4**

The method of election of directors shall be stated in the Bylaws of the corporation. The corporation shall have a minimum of three (3) directors.

**Article 5**

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 tax-exempt purposes of the corporation set forth in Article 3.

## Article 6

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all 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, religious, or educational purposes as shall at the time qualify as an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

## Article 7

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 or in opposition to any candidate for public office.

## Article 8

The corporation shall have a racially nondiscriminatory policy and shall not discriminate against directors, employees, applicants, students, and others on the basis of race, color, or national or ethnic origin. The corporation shall admit students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students and shall be racially nondiscriminatory in the administration of all of its policies and programs.

## Article 9

The qualifications, rights, privileges, duties, and classifications, of members of the corporation shall be stated in the Bylaws of the corporation.

## Article 10

The street address of the initial registered office of the corporation is 13050 North Highway 89, Jay, Florida, 32565, and the name of the initial registered agent of the corporation at the initial registered office is Michael Palmer.

## Article 11

The names and addresses of the initial board of directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
James Cook	8108 Wind Drift Circle, Brownsburg, Indiana, 46112
Michael Palmer	13050 North Highway 89, Jay, Florida, 32565
Steve Pigott	5503 Ridgeton Hills Court, Fairfax, Virginia, 22032

## Article 12

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, except that the corporation shall not carry on any activities not permitted to be carried on by an organization 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 by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## Article 13

The name of the incorporator of the corporation is Michael Palmer and the address of the incorporator is 13050 North Highway 89, Jay, Florida, 32565

## Article 14

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

**In Witness Whereof**, the undersigned, being the incorporator of this corporation, has executed these Articles of Incorporation this 13TH. day of NOVEMBER, 1997.

Michael Palmer  
Michael Palmer, Incorporator

**Certificate of Designation Registered  
Agent/Registered Office**

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TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: GENESIS MINISTRIES, INC.
2. The name of the registered agent and office is: **MICHAEL PALMER**, and the address of the registered office is: **13050 North Highway 89, Jay, Florida 32565.**

**Acceptance By Registered Agent**

Having been named as registered agent to accept service of process for the above named 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 I am familiar with and accept the obligations of my position as registered agent.

Nov. 13, 1997  
Date

Michael Palmer  
Michael Palmer, Registered Agent