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N97000006578

November 20, 1997

VIA FEDERAL EXPRESS

Corporate Information Products
ATTORNEYS' TITLE INSURANCE FUND, INC.
Leon Branch/Attn: Jenna Ekland
660 E. Jefferson Street, Suite 200
Tallahassee, Florida 32301

Return to
File No. 97-11/21/97-01081-006
******70.00 *****70.00*

Re: ANGELS THREE, INC., a Florida Not for Profit corporation/Fund No. 15084


Dear Jenna:

Please find enclosed Articles of Incorporation for Angels Three, Inc., a Florida Not for Profit corporation. Please file these documents upon receipt, there is an extra copy of the documents for stamping and return by your regular route.

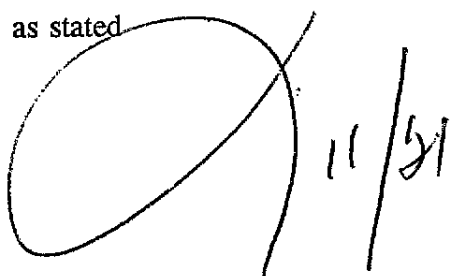
Also enclosed is my check in the amount of \$70.00 for filing fees. Please bill us for your fee for processing this filing.

Please call upon filing of the enclosed documentation with the document number. Also, call if you have any problem with accomplishing the filing of these documents upon receipt.

Sincerely,


Lois M. Kasischke
Legal Secretary

DLW/lmk
Enclosures as stated



FILED
97 NOV 21 PM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV 21 PM 1:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ANGELS THREE, INC., a Florida Not for Profit Corporation

FILED
97 NOV 21 PM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this Corporation is ANGELS THREE, INC., a Florida Not for Profit Corporation.

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized on a nonstock basis solely for general religious, educational, benevolent and charitable purposes pursuant to the Florida Not for Profit Corporation Act set forth in Section 617 of the Florida Statutes.

ARTICLE III
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are: for the advancement of the gospel through musical, religious, educational and well being of the members of the corporation and any other related or corresponding purposes by the distribution of its funds for such purposes.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) nor more than five (5) persons. The number of Directors of the corporation may be changed by a bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held. Directors elected at the first annual meeting, and at all times thereafter shall serve for terms as provided in the bylaws and until the qualification of their successors in office.

The names and address of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Ruth Ann Schultz	1164 SW 27th Avenue Boynton Beach, FL 33426
Jennie Robert	2301 NW 20th Avenue Boynton Beach, FL 33436
Dawn Robert	2301 NW 20th Avenue Boynton Beach, FL 33436

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Article IV hereof.

B. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

MEMBERSHIP

The qualifications for membership and the manner of admission of members shall be regulated by the bylaws of this corporation.

ARTICLE VIII

INCORPORATOR

The name and residence address of the Incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Steven Schultz	1164 SW 27th Avenue Boynton Beach, FL 33426

ARTICLE IX

AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not for Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of

Directors, or by following the procedure set forth therefor in the bylaws.

ARTICLE X

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or member thereof, or to the benefit of any private individual.

ARTICLE XI

INDEMNIFICATION

Every Director of the corporation, and every member of the corporation serving the corporation at its request, shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director of the corporation, or by reason of his having served the corporation at its request, whether or not he is a Director or member serving the corporation at the time such expenses or liabilities are incurred, except when the Director or member serving the corporation is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of

all other rights to which such Director or member serving the corporation may be entitled.

ARTICLE XII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 1164 SW 27th Avenue, Boynton Beach, Florida 33426 and the name of its registered agent at said address shall be Steve Schultz.

ARTICLE XIII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the bylaws of this corporation.

I, STEVEN SCHULTZ, the undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 19TH day of NOVEMBER, 1997.

Witnessed by:

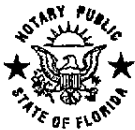


STEVEN SCHULTZ, Incorporator


STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19 day of November, 1997 by STEVEN SCHULTZ, who is personally known to me or who presented a Florida drivers license and who did not take an oath.



Lois M Kasischke
My Commission GC603100
Expires December 27, 2000

Lois M. Kasischke

NOTARY PUBLIC

Printed Name of Notary: _____

Commission No.: _____

Commission Expiration: _____

(NOTARIAL SEAL)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

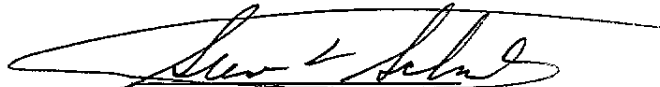
Pursuant to the provisions of Section 607.050, and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ANGELS THREE, INC.
2. The name and address of the registered agent and office is:

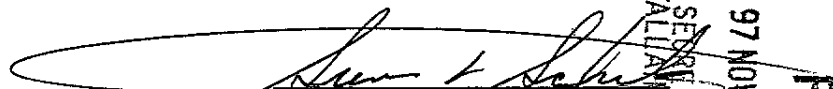
Steven Schultz
(NAME)

1164 SW 27th Avenue
(STREET ADDRESS)

Boynton Beach, Florida 33426
(CITY/STATE/ZIP)


STEVEN SCHULTZ
TITLE Incorporator
DATE Nov 19th, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


STEVEN SCHULTZ
DATE Nov 19th, 1997

97 NOV 21 PM 9:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

angels.art