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LAW OFFICES OF
BAKER and SWEARINGEN

4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

FRANK A. BAKER, P.A.

*BOARD CERTIFIED CIVIL TRIAL

*CERTIFIED CIRCUIT CIVIL MEDIATOR/ARBITRATOR

GLENDA F. SWEARINGEN, P.A.

*CERTIFIED FAMILY LAW MEDIATOR

*CERTIFIED COUNTY COURT MEDIATOR

TELEPHONE

850-526-4465

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850-526-2714

E-Mail: gfs@phon1.com

January 27, 1998

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

RE: FAITH HEALTH CLINIC, INC.
Ref. Number W98000001709

Dear Carolyn:

Please find enclosed the original and one copy of the Articles of Incorporation for Faith Health Clinic, Inc., with corrected language regarding Article 15 - Commencement of Corporate Existence. This language was provided by Randall of your office in order to meet our particular need. Our check for \$122.50 was not returned with your letter of January 26, 1998.

Thank you for your attention to this matter. If there are any questions, please do not hesitate to contact me.

Sincerely yours,

Glenda F. Swearingen

GFS/che

Enclosures: As stated

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FILED
98 JAN 29 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
1-29-98

**ARTICLES OF INCORPORATION
OF
FAITH HEALTH CLINIC, INC.**

FILED
98 JAN 29 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the Corporation is: FAITH HEALTH CLINIC, INC.

**ARTICLE 2
NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Trustees or Officers, except to the extent permissible under law.

**ARTICLE 3
DURATION**

The duration (term) of the Corporation is perpetual.

**ARTICLE 4
PURPOSES**

The Corporation is organized, and shall be operated exclusively, for the following charitable, scientific and educational purposes:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

B. To establish and operate a charitable organization for persons who are financially unable to obtain health services.

- C. To provide information and counseling on the prevention of disease.
- D. To promote maintenance and development of a healthy life style, outlook, and attitude for individuals and families.
- E. To provide nutritional counseling to patients.
- F. To provide an atmosphere open to use of prayer in the healing process.
- G. To provide a place for spiritual counseling that will impact health and life style.
- H. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 5 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (to officers and/or Trustees, or to other persons) and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

ARTICLE 6 MEMBERS

The Corporation shall not have Members.

ARTICLE 7 INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 4431 Lafayette Street, Marianna, Florida, and the name of its initial Registered Agent at that address is Glenda F. Swearingen, Attorney at Law. The initial mailing address of the Corporation is 4431 Lafayette Street, Marianna, FL 32446. By her signature to these Articles, the said agent consents to the appointment as such, and by her signature hereto acknowledges that she is familiar with and accepts the obligations of that position. The Board of Directors may move the registered office or appoint a successor resident agent for the Corporation as it deems fit, from time to time.

ARTICLE 8 INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The numbers of Trustees constituting the initial Board of Trustees is seven (7). The number

of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Bylaws shall provide for the selection and election of Trustees and may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

Name and Address

Dr. Efiong Andem
4461 Broad Street
Marianna, Florida 32446

Debbie Barber
4912 Donna Drive
Marianna, FL 32446

Laurence Culbreath
5058 Jeanette Drive
Marianna, Florida 32446

Floyce Baxter
P. O. Box 343
Marianna, Florida 32447

Ramona Russell
2371 Highway 73
Marianna, Florida 32446

Deborah Willis
974 View Drive
Alford, Florida 32420

**ARTICLES 9
OFFICERS**

The Officers of the Corporation shall consists of a President, Vice-President, and Secretary-Treasurer, and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws.

The name and address of each initial Officer of the Corporation are as follows:

<u>Name and Address</u>	<u>Title</u>
Dr. Efiong Andem 4461 Broad Street Marianna, FL 32446	President
Laurence Culbreath 5058 Jeanette Drive Marianna, FL 32446	Vice President
Debbie Barber 4912 Donna Drive Marianna, FL 32446	Secretary/Treasurer

ARTICLE 10 INCORPORATORS

The name and address of each Incorporator are as follows:

Dr. Efiong Andem
4461 Broad Street
Marianna, FL 32446

Debbie Barber
4912 Donna Drive
Marianna, FL 32446

Laurence Culbreath
5058 Jeanette Drive
Marianna, FL 32446

Floyce Baxter
P.O. Box 343
Marianna, FL 32447

Ramona Russell
2371 Highway 73
Marianna, FL 32446

Deborah Willis
974 View Drive
Alford, FL 32420

ARTICLE 11 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 Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE 12 TURNOVER OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which are themselves exempt under Section 501(c)(3) and/or Section 170(c)(2) of the Internal Revenue Code (or corresponding sections of past or future law) or to the federal, state or local government for exclusively public purposes.

ARTICLE 13 INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

ARTICLE 14 BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Trustees, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Trustees.

ARTICLE 15 COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of filing by the Secretary of State, State of Florida, of these Articles of Incorporation.

ARTICLE 16
NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this December 31, 1997.

[Signature]
Resident Agent, Glenda F. Swearingen

[Signature]
Incorporator, Dr. Eflong Andem

[Signature]
Incorporator, Debbie Barber

[Signature]
Incorporator, Laurence Culbreath

[Signature]
Incorporator, Floyce Baxter

[Signature]
Incorporator, Ramona Russell

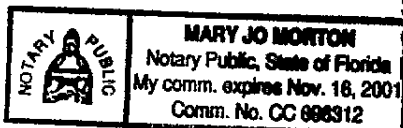
[Signature]
Incorporator, Deborah Willis

State of FLORIDA
County of JACKSON

THE FOREGOING INSTRUMENT was acknowledged before me this December 31, 1997, by Glenda F. Swearingen, as Resident Agent, who is personally known to me or who has produced _____ identification and did take oath.

NOTARY PUBLIC

[Signature]
Printed Name: _____
State of Florida at Large
Commission Number: _____
My Commission Expires: _____



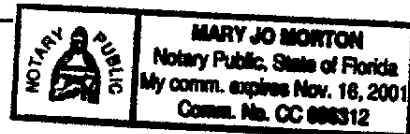
FILED
98 JAN 29 AM 11:06
TALLAHASSEE, FLORIDA
STATE SECRETARY

State of FLORIDA
County of JACKSON

THE FOREGOING INSTRUMENT was acknowledged before me this
December 30, 1997, by Efiong Andem, as Incorporator, who is personally
known to me or who has produced FLDL# A535-214-3745 as identification and did
take oath.

NOTARY PUBLIC

Mary Jo Morton
Printed Name: _____
State of Florida at Large
Commission Number: _____
My Commission Expires: _____



State of FLORIDA
County of JACKSON

THE FOREGOING INSTRUMENT was acknowledged before me this
November 10, 1997, by Debbie Barber, as Incorporator, who is
personally known to me or who has produced FL Dr. Lic. # 8616-174-62-826-Cas
identification and did take oath.

NOTARY PUBLIC

Sheryl Middleton
Printed Name: _____
State of Florida at Large
Commission Number: _____
My Commission Expires: _____



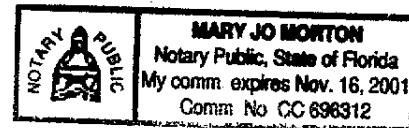
"OFFICIAL SEAL"
Sheryl Middleton
My Commission Expires 11/7/99
Commission #CC 497593

State of FLORIDA
County of JACKSON

THE FOREGOING INSTRUMENT was acknowledged before me this December 31, 1997, 1997, by Laurence Culbreath, as Incorporator, who is personally known to me or who has produced _____ as identification and did take oath.

NOTARY PUBLIC

Mary Jo Morton
Printed Name: _____
State of Florida at Large
Commission Number: _____
My Commission Expires: _____



State of FLORIDA
County of JACKSON

THE FOREGOING INSTRUMENT was acknowledged before me this November 19, 1997, by Floyce Baxter, as Incorporator, who is personally known to me or who has produced N/A as identification and did take oath.

NOTARY PUBLIC

Sheryl Middleton
Printed Name: _____
State of Florida at Large
Commission Number: _____
My Commission Expires: _____



"OFFICIAL SEAL"
Sheryl Middleton
My Commission Expires 11/7/99
Commission #CC 497593

State of FLORIDA
County of JACKSON

THE FOREGOING INSTRUMENT was acknowledged before me this November 4, 1997, by Ramona Russell, as Incorporator, who is personally known to me or who has produced FL Dr. Lic. # 1240-22784-8470 as identification and did take oath.

NOTARY PUBLIC

Sheryl Middleton

Printed Name: _____
State of Florida at Large
Commission Number: _____
My Commission Expires: _____



"OFFICIAL SEAL"
Sheryl Middleton
My Commission Expires 11/7/99
Commission #CC 497593

State of FLORIDA
County of JACKSON

THE FOREGOING INSTRUMENT was acknowledged before me this November 5, 1997, by Deborah Willis, as Incorporator, who is personally known to me or who has produced _____ as identification and did take oath.

NOTARY PUBLIC

G. F. Swearingen

Printed Name: _____
State of Florida at Large
Commission Number: _____
My Commission Expires: _____



G. F. SWEARINGEN
COMMISSION # CC 649265
EXPIRES JUL 29, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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