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**198000000844**

JANUARY 30, 1998

800002417458--5

NAME: 21<sup>ST</sup> CENTURY MINISTRIES, INCORPORATED

ACCOUNT #: FCA000000015

AUTHORIZATION: PAUL HODGE *PRD Hodge*

TYPE OF FILING: ARTICLES OF INCORPORATION

COST: \$70<sup>00</sup>

FILED  
98 FEB 12 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 JAN 30 PM 1:49  
DIVISION OF CORPORATION

*W98-2224*

*K. Wolfe* JAN 30 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 2, 1998

FLORIDA FILING & SEARCH SERVICES, INC.  
P.O. BOX 10662  
TALLAHASSEE, FL 32302-2662

SUBJECT: 21ST CENTURY MINISTRIES, INCORPORATED  
Ref. Number: W98000002224

We have received your document for 21ST CENTURY MINISTRIES, INCORPORATED and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

☒ The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

☒ The document must have original signatures.

☒ Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 098A00005616

RECEIVED  
98 FEB 12 AM 9:02  
DIVISION OF CORPORATIONS

*no copy provided  
original file date*

**ARTICLES OF INCORPORATION  
OF  
21ST CENTURY MINISTRIES, INCORPORATED**

FILED  
98 FEB 12 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, having capacity to contract and acting as the incorporator of a nonprofit corporation under Chapter 617 of Florida Statutes known as the "Florida Not-For-Profit Corporation Act" (the "Act"), adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is 21st Century Ministries, Incorporated.
2. The principal place of business and complete mailing address of the corporation shall be:

21st Century Ministries, Incorporated  
c/o First Presbyterian Church  
106 East Church Street  
Orlando, Florida 32801

3. The purposes for which the corporation is organized are:
  - (a) To bring the Light of Jesus Christ into the world by engaging in (i) the acquisition, development, creation, production and distribution of sacred and secular media that have an uplifting, inspirational and life affirming message; and high artistic and technical values; (ii) the support through financial contributions of other similar efforts; and (iii) any act or activity which would lead people toward an understanding of the values of the Christian life.
  - (b) To operate exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or any corresponding provision adopted in the future; and
  - (c) Within the aforesaid limitations, to have and exercise all of the powers as are permitted for a corporation not for profit under the Act.

4. The corporation shall have no less than three (3) directors and the manner in which any additional or successor directors shall be elected is by an affirmative vote by the majority of the directors then in office. The initial Board of Directors shall be as follows:

Dr. J. Howard Edington  
First Presbyterian Church  
106 East Church Street  
Orlando, Florida 32801

Donald Brown  
First Presbyterian Church  
106 East Church Street  
Orlando, Florida 32801

Bert Roper  
First Presbyterian Church  
106 East Church Street  
Orlando, Florida 32801

5. The complete name and Florida street address of the initial registered agent are:

Dr. J. Howard Edington  
First Presbyterian Church  
106 East Church Street  
Orlando, Florida 32801

6. The name and address of the incorporator to these Articles of Incorporation are:

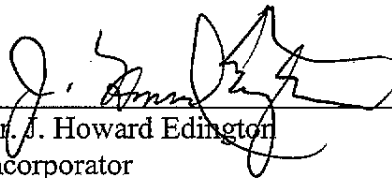
Dr. J. Howard Edington  
First Presbyterian Church  
106 East Church Street  
Orlando, Florida 32801

7. In the event of the dissolution or liquidation of the corporation, the residual assets of the organization shall be turned over to one or more religious organizations which themselves are organizations described in Sections 501(c)(3) and 170(c)(2) of the Code, or to the federal, state or local government (or to any political subdivision thereof) for exclusively public purposes as the Board of Directors shall determine in accordance with the Act.
8. No part of the assets or income of this corporation shall inure to the benefit of any private shareholder or individual, and no part of the activities of this corporation shall

consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating or intervening in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office. To the extent that these sections would otherwise apply, the corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code, and the corporation shall not engage in any act of self-dealing as defined in Section 4941 of the Code, retain any excess business holdings as defined Section 4943 of the Code, make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code or make any taxable expenditures as defined in Section 4945 of the Code. Notwithstanding any other provisions of this instrument, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Sections 501(c)(3) of the Code and the regulations thereunder as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the regulations thereunder as they now exist or as they be amended.

9. Whenever, under the Act, directors are required or permitted to take any action by vote, such action may be taken without a meeting on written consent in which there is set forth the action so taken and which is signed by all of the directors entitled to vote thereon.
10. No director or advisory board member shall have any personal liability to the corporation for monetary damages for breach of fiduciary duty as a director or advisory board member, provided that this paragraph shall not eliminate or limit the liability of a director or advisory board member (a) for any breach of the director's or advisory board member's duty of loyalty to the corporation; (b) for any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (c) liability for unlawful distributions from the corporation under the Act, as amended, from time to time.

DATED: 2/7, 1998.

  
\_\_\_\_\_  
Dr. J. Howard Edington  
Incorporator

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

Pursuant to the provisions of section 607.0501, 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: 21<sup>st</sup> Century Ministries, Inc.

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

J. Howard Edington  
(NAME)

106 East Church Street  
(P.O. BOX NOT ACCEPTABLE)

Orlando, FL 32801  
(CITY/STATE/ZIP)

FILED  
98 FEB 12 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SIGNATURE

J. Howard Edington

(corporate officer)

TITLE

Secretary

DATE

2/7/98

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

J. Howard Edington

DATE

2/7/98

REGISTERED AGENT FILING FEE: \$35.00