

N-980000000-848

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(352) 383-8123

February 9, 1998

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***122.50 ***122.50

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314-6327

RE: FRIENDS OF THE CHURCHES OF CHRIST, Inc.

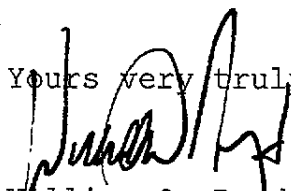
Dear Sir or Madam:

We are enclosing herewith the original Articles of Incorporation in reference to the above-named corporation, together with our client's check payable to you in the sum of \$122.50.

It is requested that you file the enclosed Articles of Incorporation for the above-referenced new corporation and furnish us with a certified copy of the Articles at your earliest convenience. We are enclosing a photocopy of the Articles for this purpose.

Thank you for your assistance.

Yours very truly,


William O. Boyd

:jmb
Enclosures

FILED
98 FEB 12 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 12 1998

ARTICLES OF INCORPORATION
OF
FRIENDS OF THE CHURCHES OF CHRIST, INC.
A Non-Profit Corporation

FILED
98 FEB 12 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617 of the Florida Statutes and do certify as follows:

ARTICLE I - NAME AND ADDRESS

The name of the Corporation shall be **FRIENDS OF THE CHURCHES OF CHRIST, INC.** The address of the initial principal and registered office and mailing address of the corporation is: 1511 East Orange Avenue, Eustis, FL 32726. The name of its initial registered agent at such address is W. Vernon Means.

ARTICLE II - PURPOSE

The primary purpose of the Corporation is to:

1. Form a tax-exempt organization to be of greater service to the people of Jamaica, including, but not limited to, providing and maintaining places of worship, providing and maintaining a home for needy children, providing care for the elderly, operating a basic school or schools, assisting children in need to attend public school, and to generally improve the welfare of those in need in the country of Jamaica;

2. To transact any lawful business necessary to carry out the general purposes of the Corporation; and

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing in a manner consistent with Section 501 (c) (3) of the Internal Revenue Code.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section

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OF FRIENDS OF THE CHURCHES OF CHRIST, INC.**
A Non-Profit Association
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501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purposes.

Notwithstanding any other provision of these articles, this corporation will not carry out any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

ARTICLE III - MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as from time to time hereinafter, may become members, by a two-thirds (2/3) vote of the present members of this corporation.

ARTICLE IV - TERM

The term for which this Corporation is to exist shall be perpetual.

ARTICLE V - SUBSCRIBERS

The names and resident addresses of each subscriber to these

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OF FRIENDS OF THE CHURCHES OF CHRIST, INC.**
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Articles of Incorporation are:

Melvin C. Barker
Route 21, Box 4023
Lake City, FL 32024

Orvel H. Boyd
34514 Hammond Ln
Eustis, FL 32726

L.B. Chastain
1440 Clarcona-Ocoee Rd
Ocoee, FL 34761

Frank Ford
324 Shadow Ridge Drive
Chattanooga, TN 37421

Stephen Ledbetter
423 Harwell Court
Hermitage, TN 37076

George J. Stiffey
401 Beth Drive
Sanford, FL 32771

David A. Black
123 Aldean Drive
Sanford, FL 32771

Byron L. Chastain
1718 Clarcona-Ocoee Rd
Ocoee, FL 34761

Jack Allen Cole
37101 Oak Lane
Umatilla, FL 32785

Charles E. Grinnell, Jr.
Post Office Box 354
Zellwood, FL 32798

W. Vernon Means
2080 Westland Road
Mount Dora, FL 32757

Sam Wimberly
Post Office Box 2095
Palatka, FL 32178

ARTICLE VI - BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by the Board of Directors. The initial Board of Directors shall consist of not less than three (3) nor more than twelve (12), all of whom must be members of the Corporation. The number of Directors may be increased from time to time, as provided in the By-Laws, but shall never be less than three (3).

The names and resident addresses of the members of the initial Board of Directors who shall hold office until their successors are

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named in accordance with the By-Laws, shall be as follows:

Melvin C. Barker
Route 21, Box 4023
Lake City, FL 32024

Orvel H. Boyd
34514 Hammond Ln
Eustis, FL 32726

L.B. Chastain
1440 Clarcona-Ocoee Rd
Ocoee, FL 34761

Frank Ford
324 Shadow Ridge Drive
Chattanooga, TN 37421

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2080 Westland Road
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Post Office Box 2095
Palatka, FL 32178

ARTICLE VII - OFFICERS

The members of the Corporation shall elect the officers of the Corporation from among the members of the Corporation. The officers of the Corporation shall include a President, First Vice President, Second Vice President, Secretary and Treasurer. The President shall serve on the Board of Directors but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible, provided, however, the office of the President and Vice President shall not be held by the same person, nor shall the office of President and

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Secretary be held by the same person.

The names and resident addresses of the officers who are to serve until their successors have been elected are:

Name and Office

Address:

Charles E. Grinnell
President

Post Office Box 354
Zellwood, FL 32798

First Vice President

Second Vice President

W. Vernon Means
Secretary

2080 Westland Road
Mount Dora, FL 32757

Jack Allen Cole
Treasurer

37101 Oak Lane
Umatilla, FL 32785

ARTICLE VIII - BY LAWS

The By-Laws of the Corporation shall be adopted by the Board of Directors of this Corporation. The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they deem necessary from time to time. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority of vote of those members of the Board of Directors present at any regular meeting or

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any special meeting called for that purpose.

ARTICLE IX - AMENDMENTS

There shall be two methods by which these Articles of Incorporation may be amended.

(a) An amendment shall be approved by a majority of the Board of Directors, proposed by the Board of Directors to the membership of the Corporation at a meeting of the membership called for the purpose of amending these Articles, or at a general meeting of the membership, prior to which adequate notice as provided in the By-Laws, was given to each member of the intention to amend the Articles of Incorporation; and approved by two-thirds (2/3) of the voting members of the Corporation present.

(b) Twenty-five percent (25%) of the voting members of the Corporation may petition the Board of Directors to present a proposed amendment of these Articles for consideration at the next general meeting of the membership of the Corporation. Ratification shall be by two-thirds (2/3) of the voting members of the Corporation present approving the amendment.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under Chapter 607 of the Florida Statutes, this 31st day of January, 1998.


Melvin C. Barker


David A. Black

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Orvel H. Boyd
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Byron L. Chastain
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L. B. Chastain
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Jack Allen Cole
Jack Allen Cole

Frank Ford
Frank Ford

Charles E. Grinnell, Jr.
Charles E. Grinnell, Jr.

Stephen Ledbetter
Stephen Ledbetter

W. Vernon Means
W. Vernon Means

George J. Stiffey
George J. Stiffey

Sam Wimberly
Sam Wimberly

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day personally appeared before me the undersigned authority, the aforementioned persons known to me to be the persons described in and who executed the foregoing Articles of incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Eustis, Lake County, Florida, on this the 31st day of January, 1998.

Doris N. Mabry
Notary Public Doris N. Mabry

(SEAL)

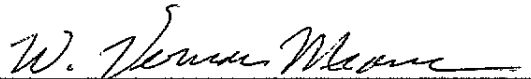


Doris N. Mabry
MY COMMISSION # CC674461 EXPIRES
October 4, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

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ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for FRIENDS OF THE CHURCHES OF CHRIST, INC.


W. VERNON MEANS
1511 East Orange Avenue
Eustis, FL 32726

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA