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March 2, 1998

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*****87.50 *****87.50

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

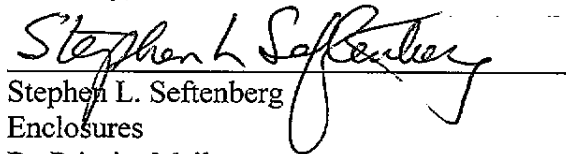
Re: NORTHWOOD COMMUNITY CHURCH, INC.

Gentlemen:

Enclosed are duplicate originals of the articles of incorporation of the above NOT FOR PROFIT corporation and my check for \$87.50, covering the \$35.00 filing fee and \$52.50 certified copy fee.

Please call me if you need any additional information. Your courtesy and cooperation are appreciated.

Sincerely,



Stephen L. Seftenberg

Enclosures

By Priority Mail

northwd.ch\letters\corpddiv.001

FILED
98 MAR - 6 PM 3: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmp
3/6/98

**ARTICLES OF INCORPORATION
OF
NORTHWOOD COMMUNITY CHURCH, INC.**
(A Florida Not-For-Profit Corporation)

FILED

98 MAR -6 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the Corporation shall be NORTHWOOD COMMUNITY CHURCH, INC..

ARTICLE II PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation shall be: 3214 Liddy Avenue, West Palm Beach, FL 33407.

ARTICLE III PURPOSES

A. The purpose or purposes for which the Corporation is organized will be to provide one or more places of worship; to establish and organize churches; to foster, encourage, support, organize and assist all mission and extension work of the church; and to do any and all religious, charitable and philanthropic work that may be related to the mission of the church.

B. The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with its purposes; to exercise all powers necessary or convenient to the furtherance of the purposes for which it is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

C. The Corporation is organized as a "not for profit corporation" under Chapter 617 of the Florida Statutes and is intended to be operated for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") to be an organization contributions to which are deductible under Sections 170, 2055, 2106(a)(2)(A) and 2522 of the Code.

D. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Trustee, officer or member of the Corporation or to any other private persons, except that the Corporation may pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Paragraph A of this Article II.

E. No part of the corporate activities shall be an attempt to influence legislation by any means 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, or engage in political activities of any kind.

F. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations exempt under Section 501(c)(3) of the Code and the regulations thereunder as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Sections 170, 2055, 2106(a)(2) and 2522 of the Code.

G. The Corporation, during any period in which it is a "private foundation" as defined by Section 509 of the Code at any time, shall not:

1. Engage in any act of "self-dealing" as defined in Section 4941(d) of the Code which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;

2. Retain any "excess business holdings" as defined in Section 4943(a) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

3. Make any investment which would jeopardize the carrying out of any or its exempt purposes within the meaning of Section 4944 of the Code, which would give rise to any liability for the tax imposed by Section 4944(a) of the Code;

4. Make any "taxable expenditures" as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code; or

5. Fail to distribute in each taxable year for the purposes specified in the Articles of Incorporation amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code.

H. The references herein to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuation of the Corporation.

ARTICLE IV TERM

The Corporation shall have perpetual existence.

ARTICLE V DISTRIBUTION UPON DISSOLUTION

In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed as the Board of Trustees shall determine, to an organization or organizations organized and operated exclusively for religious, charitable or educational purposes as shall qualify under Section 501(c)(3) of the Code. If, upon such dissolution, any assets of the Corporation are not disposed of pursuant to the foregoing

provisions, any such assets shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated substantially for purposes substantially similar to this Corporation.

ARTICLE VI MEMBERS

All persons accepted by the Board of Trustees for membership shall become members of Northwood Community Church.

ARTICLE VII INCORPORATORS

The name and address of the incorporator of the Corporation is John Neal Vogeley, 3214 Liddy Avenue, West Palm Beach, Florida 33407.

ARTICLE VIII BOARD OF TRUSTEES

The number of persons constituting the Board of Trustees shall be four (4). The number of members of the Board of Trustees may be increased or decreased as provided in the Bylaws. The name and addresses of the initial Board of Trustees are as follows:

John Neal Vogeley	3214 Liddy Avenue, West Palm Beach, FL 33407
Claudia Deprez	3214 Liddy Avenue, West Palm Beach, FL 33407
Alan Pfarr Vogeley	USS Essex LHD-2, AR Division, FPO-AP 96643-1661
Scott Anthony Addlesberger	3619 Spruce Avenue, West Palm Beach, FL 33407

A member of the Board of Trustees must also be a member of the Corporation. Each member of the Board of Trustees shall serve for a period of one (1) year or until his or her successor is elected and qualified. The manner in which the Trustees are elected or appointed is by election by a majority in number of the members at the annual meeting of the members.

ARTICLE IX OFFICERS

The officers of the Corporation shall include a President, one or more Vice Presidents, a Secretary and a Treasurer and may include one or more Assistant Secretaries and one or more Assistant Treasurers. The officers of the Corporation, as provided in the Bylaws of the Corporation, shall be elected by the Board of Trustees of the Corporation in the manner set out therein, shall serve at the pleasure of the Board of Trustees, and shall serve until their successors are elected and have qualified.

The spiritual officers of the Corporation shall be one or more Pastors, who shall be selected by and shall serve at the pleasure of the Board of Trustees.

ARTICLE X BYLAWS

Bylaws shall be adopted, altered, amended or repealed by a majority of the Board of Trustees of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is John Neal Vogeley, 3214 Liddy Avenue, West Palm Beach, Florida 33407 .

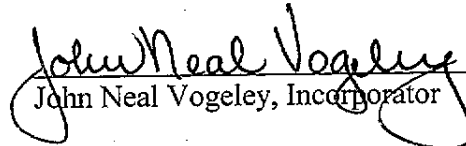
ARTICLE XII ANNUAL MEETING OF THE MEMBERS

The annual meeting of the Members shall be held on the first Monday in March of each year.

ARTICLE XIII AMENDMENT OF THE ARTICLES OF INCORPORATION

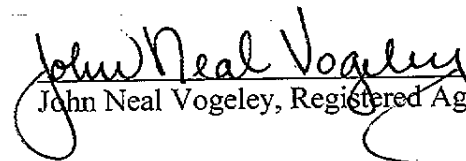
These Articles of Incorporation may be amended from time to time by a majority of the members present in person or by proxy at a meeting duly called for that purpose by the President of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of NORTHWOOD COMMUNITY CHURCH, INC., this _____ day of _____, 1998.


John Neal Vogeley, Incorporator

CONSENT OF REGISTERED AGENT

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.


John Neal Vogeley, Registered Agent