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JOHN F. TOLSON, JR.

ATTORNEY AT LAW  
2301 PARK AVENUE, SUITE 406  
ORANGE PARK, FLORIDA 32073

(904) 269-0050

March 6, 1998

REPLY TO:  
P. O. BOX 655  
ORANGE PARK, FL 32067-0655

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FAX  
(904) 264-1714

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

EFFECTIVE DATE

3-5-98

Re: UNVEILED PRAYER MINISTRIES, INC.

Gentlemen:


Enclosed, please find original Articles of Incorporation for the above non-profit corporation and a check in the amount of \$70.00, to cover the costs as follows:

1. \$35.00 filing fee
2. \$35.00 designation of Registered Agent.

I have also enclosed one copy of the Articles of Incorporation which I would appreciate your date stamping and certifying as copy of original filed and returning to me in the self addressed stamped envelope provided herein.

If you have any questions, please give me a call.

Very truly yours,

  
John F. Tolson, Jr.

JFT, Jr./njp  
enclosures

cc: Ms. Karen Torley

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F. CHESSER

MAR 10 1998

ARTICLES OF INCORPORATION OF  
UNVEILED PRAYER MINISTRIES, INC.

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:

UNVEILED PRAYER MINISTRIES, INC.

EFFECTIVE DATE  
3-5-98

Article 2

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617, (1998 as amended).

Article 3

GENERAL AND SPECIFIC PURPOSES

A. The specific and primary purposes for which this corporation is formed are to operate for the advancement of religion and for other charitable purposes by the distribution of its funds for such purposes and particularly to organize and carry out a Christian ministry for evangelizing, educating, equipping and encouraging Believers in the Christian faith by the direction of the Lord, Jesus Christ, and under the leadership of the Holy Spirit, in accordance with all the commands and provisions as set forth in the Holy Bible, the inerrant and infallible Word of God. At least one focus of this Ministry shall be to equip and encourage Believers in the discovery and use of the power of "prayer purposed to the harvest of souls" for the Kingdom of God through Christ Jesus. Pursuant thereto, the following activities and guidelines shall be established:

(1) To disseminate the Gospel of Jesus Christ and the Word of God

(2) To pray for and support individuals and ministries for spiritual growth and maturity

(3) Offer intercessory prayer for the salvation of the lost and for the needs and support of churches, missionaries and evangelists.

(4) To support and encourage communication and extension of the Kingdom of God and witness by sound and comprehensive preaching and teaching of the Holy Bible and of the Gospel of the Lord, Jesus Christ, to all men, not only by conventional modes, but also by all

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means which will accomplish such communication, extension, teaching and preaching, including, but not limited to media communication by modern technology and in aid of such communication, extension, preaching and teaching (but not for private profit), to sponsor, participate in, conduct or engage in radio broadcasting, television broadcasting, the printing or reproducing and publication of recordings, books, and other materials, of seminars, study groups, work shops and meetings; to receive offerings and gifts for such purposes and to grant and pay reasonable compensation for services actually rendered to persons, firms and other entities for such purposes.

(5) To promote, encourage and support other organizations and ministries with purposes not inconsistent with those set forth above for this corporation

B. 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 values, 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.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

D. The general purposes for which this corporation is formed are to operate exclusively for religious, charitable, and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

E. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statement or otherwise in any political campaign on behalf of any candidate for public office.

F. Notwithstanding any other provisions of these Articles, this corporation shall not carry on 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)(92) of the Internal Revenue Code of 1954 (or the corresponding provision of United States Internal Revenue Code as amended).

#### Article 4 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but 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 3 (purposes) hereof.

#### Article 5 MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation as set forth in the Bylaws. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Name	Address
<u>Karen R. Torley</u>	<u>2005 Watercrest Dr.</u> <u>Orange Park, FL 32073</u>
<u>James J. Jensen</u>	<u>9047 San Jose Blvd.</u> <u>APT. 301</u> <u>Jacksonville, FL 32257</u>
<u>Deborah L. McCarragher</u>	<u>2004 Watercrest Dr.</u> <u>Orange Park, FL 32073</u>

#### Article 6 INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the initial Registered Office of the Corporation is 2301 Park Ave., Suite #406, Orange Park, FL 32073 and the name of its initial Registered Agent is John F. Tolson, Jr.

Article 7  
INITIAL BOARD OF TRUSTEES

The management of the corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three. 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. The Voting Members shall elect the Trustees annually. The Bylaws 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	Address
<u>Karen R. Torley</u>	<u>2005 Water Crest Dr.</u> <u>Orange Park, FL 32073</u>
<u>James J. Jensen</u>	<u>9047 San Jose Blvd.</u> <u>APT. 301</u> <u>Jacksonville, FL 32257</u>
<u>Deborah L. McCarragher</u>	<u>2004 Watercrest Dr.</u> <u>Orange Park, FL 32073</u>

Article 8  
OFFICERS

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Any two of which may be filled by the same person except that the offices of President and Secretary must be filled by different persons. 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 is as follows:

Name	Address	Title
<u>Karen R. Torley</u>	<u>2005 Watercrest Dr.</u> <u>Orange Park, FL 32073</u>	President
<u>James J. Jensen</u>	<u>9047 San Jose Blvd.</u> <u>APT. 301</u> <u>Jacksonville, FL 32257</u>	Vice President
<u>Deborah L. McCarragher</u>	<u>2004 Watercrest Dr.</u> <u>Orange Park, FL 32073</u>	Secretary/ Treasurer

Article 9  
INCORPORATORS

The name and address of each Incorporator is as follows:

Name	Address
<u>Karen R. Torley</u>	<u>2005 Watercrest Dr.</u> <u>Orange Park, FL 32073</u>

Article 10  
BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

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 Members, 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  
INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The corporation shall indemnify each Trustee and Officer, including former Trustees and Officers, to the fullest extent allowed by law, including, but not limited to, Florida Statutes Chapter 617. It is intended that the corporation be an organization the Officers and Trustees of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article 13  
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 subscription of these Articles of Incorporation.

Article 14

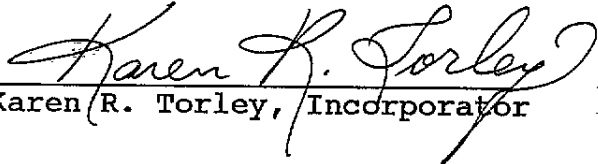
In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein

set forth, all of the business, property and assets of the corporation shall go and be distributed to such non-profit corporation qualifying as an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any superseding statute thereof, and as an organization qualifying as a public charity under the provisions of Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1954, as amended, or any superseding statute, as the Trustees of the corporation may select and designate and in no event shall any of said assets or property, in the event of dissolution thereof, go to or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members, or for any other such purpose. Any such assets not so disposed of shall be disposed by the Circuit Court of the County in which the principal office of the corporation is located, exclusively for such purposes, or the organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 15  
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 5<sup>th</sup> day of March, 1998.

  
Karen R. Torley, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of UNVEILED PRAYER MINISTRIES, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 5<sup>th</sup> day of March, of 1998.

  
Registered Agent

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TALLAHASSEE, FLORIDA