



THE UNITED STATES
CORPORATION
COMPANY

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REFERENCE : 740755 82866A

AUTHORIZATION :

Patricia T. Poynt

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ORDER DATE : March 13, 1998

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CUSTOMER NO: 82866A

CUSTOMER: Daniel Medina, Esq
CLARK & CAMPBELL, P.A.

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Post Office Box 6559
4740 Cleveland Heights Blvd.
Lakeland, FL 33813

DOMESTIC FILING

NAME: COMBEE ROAD FULL GOSPEL
CHURCH OF GOD, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
98 MAR 13 PM 4:05
RECEIVED
98 MAR 13 PM 3:23
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
COMBEE ROAD FULL GOSPEL CHURCH OF GOD, INC
A FLORIDA NOT FOR PROFIT CORPORATION

FILED
98 MAR 13 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a Florida not for profit corporation on a non-stock basis under the provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE II: NAME AND ADDRESS

The name of this corporation is the COMBEE ROAD FULL GOSPEL CHURCH OF GOD, INC. Its address is 2179 Combee Road, Lakeland, Florida 33801.

ARTICLE III: PURPOSES

The general purposes for which this corporation is organized are exclusively religious and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States tax code (the "Code"). Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on:

(a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Code; or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 herein. No substantial part of the activities of the corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, 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.

The corporation shall further function and operate as a Florida not for profit corporation specifically for the following purposes and with the following objectives:

ARTICLE IV: POWERS

The corporation shall have the power to:

1. Have succession by its corporate name for the period set forth in its articles of incorporation.
2. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
3. Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit."
4. Elect or appoint such officers and agents as its affairs shall require.
5. Adopt, change, amend and repeal By-Laws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
6. Increase by a vote of its members cast as the By-Laws may direct, the number of its directors, managers, or trustees so that the number shall not be less than five nor more than twenty.

7. Make contacts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or any foreign country.
9. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
10. Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
11. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets.
12. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
13. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
14. Make donations for the public welfare or for religious, charitable, scientific, education, or other similar purposes.
15. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

16. Merge and consolidate with other corporations, both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE V: PROHIBITIONS AND REQUIREMENTS

At any time during which the corporation is a "private foundation" as defined in Section 509(a) of the Code, it shall not:

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

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

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

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

(e) During the period it is a "private foundation" as defined in the Code Section 509, the corporation shall distribute, for the purposes specified in its articles of organization, for each taxable year, amounts at least sufficient to avoid liability for tax imposed by the Code Section 4942(a).

ARTICLE VI: SCOPE OF OPERATIONS

The territory in which the operations of the corporation are principally to be conducted is the United States of America and its possessions.

ARTICLE VII: COMPENSATION AND DISTRIBUTION OF ASSETS ON DISSOLUTION

No officer or member of the board of Directors of the corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the corporation, except actual expenses to or on behalf of said corporation, if authorized by the board of directors. A director or officer may be an employee of the corporation and may receive a salary therefor.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII: LOCATION AND RESIDENT AGENT

The location of the corporation is in the City of Lakeland, County of Polk, State of Florida. Its principal office shall be located at 2179 Combee Road, Lakeland, Florida 33801. The name and address of its initial Resident Agent in Florida is Phillip Dorman, 1723 Rotary Drive, Lakeland, Florida 33801.

ARTICLE IX: STOCKS AND ASSETS

This corporation is organized on a non-stock basis.

ARTICLE X: INCORPORATOR

The names and street address of the incorporators to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Phillip Dorman	1723 Rotary Drive Lakeland, Florida 33801
Christina Dorman	1723 Rotary Drive Lakeland, Florida 33801

The incorporators of these Articles of Incorporation hereby assign to this corporation any and all of his rights to constitute a corporation.

ARTICLE XI: MEMBERSHIP

(a) Membership in this corporation shall be open to any interested person who professes belief in the teachings of the Lord Jesus Christ as taught by the Holy Bible.

(b) Only members in good standing of the corporation as defined in the By-Laws shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

ARTICLE XII: OFFICERS

(a) The officers of this organization shall consist of a President, Secretary, Treasurer and Clerk, and such other officers as may be provided for in the By-Laws adopted by the corporation and as amended from time to time.

(b) The names of the persons who are to serve as officers of the corporation until the first annual meeting of the membership in accordance with the By-Laws are:

President	Phillip Dorman
Secretary/Treasurer	Lori Rowland
Clerk	Christina Dorman

(c) The officers shall be elected as provided for in the By-Laws adopted by the corporation and as amended from time to time.

ARTICLE XIII: BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the board of directors. This corporation shall have seven (7) directors initially. The number of directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three nor more than twenty.

(a) The board of directors shall be members of the corporation.

(b) Members of the board of directors shall be elected and hold office in accordance with the By-Laws.

(c) The names and addresses of those who are to serve as the initial directors until the first annual meeting of the membership of the corporation are:

<u>Name</u>	<u>Address</u>
Phillip Dorman	1723 Rotary Drive Lakeland, Florida 33801
Christine Dorman	1723 Rotary Drive Lakeland, Florida 33801
Lori Dorman	2420 Haywood Street Lakeland, Florida 33801
Eloise Dorman	2420 Haywood Street Lakeland, Florida 33801
J. P. Messer	Post Office Box 607 Kathleen, Florida 33849
Lucille Messer	Post Office box 607 Kathleen, Florida 33849
Winnie Edmundson	2510 Old Polk City Road Lakeland, Florida 33801

ARTICLE XIV: AMENDMENT OF BY-LAWS

(a) The membership of this corporation may provide such By-Laws for the conduct of its business and carrying out of its purposes as they may deem necessary from time to time.

(b) The By-Laws may be amended as set forth in such By-Laws.

ARTICLE XV: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in accordance with Florida law in effect at the time. The procedure to amend articles of incorporation is currently set out in Florida Statutes, Section 617.017.

ARTICLE XVI: EXISTENCE

This corporation is to exist perpetually, beginning with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, I, PHILLIP DORMAN and CHRISTINA DORMAN, the undersigned subscribing incorporators have hereunto set my hand and seal this 11th day of March, 1998, for the purpose of forming this not for profit corporation under the laws of the State of Florida.


PHILLIP DORMAN


CHRISTINA DORMAN

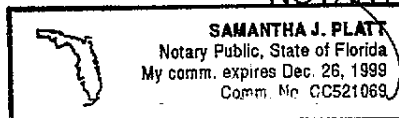
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 11th day of March, 1998, by PHILLIP DORMAN, of the COMBEE ROAD FULL GOSPEL CHURCH OF GOD, INC, a Florida not for profit corporation, on behalf of the corporation. PHILLIP DORMAN is personally known to me or has produced DL 55-664-57-256 as identification and did _____ did not _____ take an oath.

11th WITNESS my hand and official seal in the county and state named above this day of March, 1998.

Samantha J. Platt
NOTARY PUBLIC

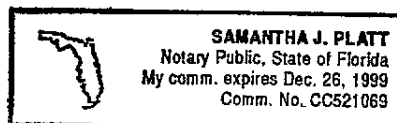
STATE OF FLORIDA
COUNTY OF POLK



The foregoing instrument was acknowledged before me this 11th day of March, 1998, by CHRISTINA DORMAN, of the COMBEE ROAD FULL GOSPEL CHURCH OF GOD, INC, a Florida not for profit corporation, on behalf of the corporation. CHRISTINA PHILLIP DORMAN is personally known to me or has produced DL 55-117-67-808 as identification and did _____ did not _____ take an oath.

11th WITNESS my hand and official seal in the county and state named above this day of March, 1998.

Samantha J. Platt
NOTARY PUBLIC



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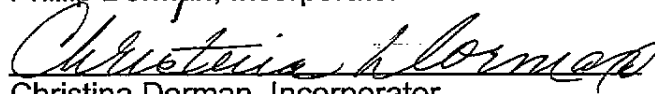
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
98 MAR 13 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

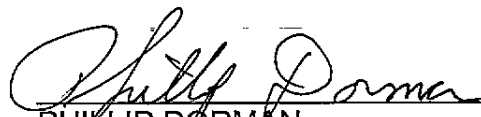
That desiring to organize under the laws of the State of Florida, the corporation, with its principal office, as indicated in the Articles of Incorporation, at the city of Lakeland, County of Polk, State of Florida, has named Phillip Dorman, located at 1723 Rotary Drive, Lakeland, Polk County, Florida 33801, as its agent to accept service of process within this state.


Phillip Dorman, Incorporator


Christina Dorman, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the appointment to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


PHILLIP DORMAN,
Registered Agent