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N98000001806

March 11, 1998

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

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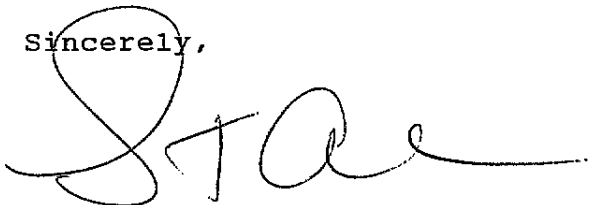
RE: Dayspring evangelical Ministries, Inc.

Dear Sirs :

Enclosed please find the original and two copies of the Articles of Incorporation for the above corporation. Please file the Articles and return to us a file stamped photocopy. Your filing fee is attached.

If there are any questions, please do not hesitate to contact me.

Sincerely,



Stephen T. Allison

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
DAYSPRING EVANGELICAL MINISTRIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together to form a corporation not for profit under the laws of the State of Florida, and do hereby execute and adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be : DAYSPRING EVANGELICAL MINISTRIES, INC.

**ARTICLE II
CORPORATE PURPOSE**

PURPOSE: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

The purposes for which the religious corporation is organized are as follows:

- (a) To disseminate the Gospel of Jesus Christ and the Word of God, to the end that people may be evangelized and believers may be conformed to the image of Jesus Christ (Mark 16:15-16; Isaiah 6:8; Acts 13:47; II Corinthians 5:20); to regularly assemble for fellowship to worship God in Spirit and in truth (Hebrews 10:25) and to cooperate in the building up of the whole body of Christ (Ephesians 2:19-22).
- (b) To provide basic New Testament discipleship to all who are approved for this purpose by the Elders. (Acts 6:7, 11:26, 14:20-23)
- (c) To establish and maintain a church and to provide a place of public worship and prayer in accordance with the directions of the Holy Spirit (I Kings 8:12-21; Psalm 96:9, 122:1; I Corinthians 5:40); to spread the Gospel of the Lord Jesus Christ through the preaching and teaching of the Bible to bring the unsaved to Christ (Mark 6:15; Romans 1:15-16; I Thessalonians 5:9; II Thessalonians 2:13; II Timothy 3:15), and to build up the saved in Christian grace and living. (Ephesians 4:11-16; Hebrews 3:1-4; I Corinthians 3:9-15) Pursuant thereto, the following activities and guidelines shall be established:
 - 1. A recognized Statement of Faith, Code of Doctrine, discipline and form of worship shall be established. (Acts 8:37, 15:11, 16:31; Romans 4:20-25, 10:9-11; I Thessalonians 4:14-17; I Peter 1:21)
 - 2. A biblical form of government shall be established (Exodus 18; Ephesians 4:8-11; I Corinthians 12:27-31)
 - 3. Ordination of ministers upon completion of the prescribed course of Study, designated by this church. (I Chronicles 9:22-23; Titus 1:5; I Corinthians 7:17; Acts 14:23)
 - 4. An organization of ministers shall be established to minister to the congregation of DAYSPRING EVANGELICAL MINISTRIES, INC. (Colossians 4:17; II Timothy 1:16-18; I Corinthians 16:15; Romans 16:1)
 - 5. Establishment of a covenant fellowship based upon acceptance of and conformity to the belief of the church. (Acts 15:41, 16:5)
 - 6. Propagate the Word of the Gospel through seminars, the establishment of Church literature and other forms of mass media for the purpose of educating the individual in the Word of God. (Psalm 96:10; Proverbs 13:17; Mark 13:10; Acts 13:47)
 - 7. Establishment of various religious services pursuant to the recognized Statement of Faith,

form of worship, discipline of the church and the establishment of Sunday school and religious schools for Christians and educational instruction of children and adults to exalt the standard of Christian living and the divine leadership of our divine Lord and Master. (Proverbs 8:10, 13:1; Zephaniah 3:7; II Timothy 3:16)

8. Establishment of a Bible Training School or School of Theology for the preparation of ministers who minister to DAYSPRING EVANGELICAL MINISTRIES, INC. and to ordain ministers and Christian workers to the edification and the unity of the body of Christ. (Psalm 40:9-10; John 14:26; I Peter 4:6)

(d) To send forth home and foreign missionaries to the spreading of the Gospel and in extending the Gospel of God throughout the world (Mark 16:15-16; Acts 13:47, 4:29-30).

(e) To support the religious activities of nonprofit religious organizations whose primary objective is to engage in the conduct of religious worship. (I Corinthians 9:9-10, 16:1-4; II Corinthians 9:6-7, 11-13)

(f) To print, publish, and distribute and sell books, magazines and other literature in connection with the purposes of this corporation; to sell, record and reproduce tapes, radio, and television programs in connection with the purposes of this corporation to produce and distribute radio and television programs (Deuteronomy 31:19; I Chronicles 16:23-24; Psalm 68:4; Revelation 14:2).

(g) To establish and maintain a counseling service for the use of the Church and public and to provide access to such counseling service by virtue of telephonic communication (Proverbs 12:15,25, 15:22; Jeremiah 49:20; I Thessalonians 5:14); to assist the body of Christ with employment and financial counseling including off-site Institute of Vocation (Job Training) (I Corinthians 3:8; Colossians 4:1; Ecclesiastes 9:10; I Timothy 6:9-10; John 6:27); A Christians in Human Services Group (I Corinthians 10:24, 12:5; Job 29:16; Luke 6:34; Galatians 5:13, 6:10) and to provide for ministry through Family Services (Deuteronomy 15:7; Nehemiah 8:10; Matthew 5:42; Galatians 6:2; Hebrews 13:16).

(h) To establish and maintain an evangelistic association to spread the gospel of Jesus Christ both in the United States and abroad throughout the world as the Lord leads. (Jeremiah 50:2; Matthew 24:14; Romans 1:16; I Peter 1:24-25; Psalms 51:13; I Corinthians 9:16)

(i) To propagate the Word of the Gospel through seminars, radio, tv, establishment of Church literature, and other forms of mass media for the purpose of educating the individual in the Word of God. (Psalms 96:10; Proverbs 13:17; Mark 13:10; Acts 13:47)

(j) To carry on charitable work for:

The poor and lost (Leviticus 25:35; Matthew 25:34-40; Galatians 6:10; Mark 14:7)

Feed the Hungry Soup Kitchen, Food Pantry, Clothes Closet (Matthew 25:35; Psalm 146:7; Luke 3:11, 4:18)

Prison Ministry (Psalm 142:7; I Peter 3:19)

After-care Center for Released Prisoners (Job 3:18; Psalm 69:33; Isaiah 49:9-10)

Sick and Shut-in Ministry (James 5:14-15; Mark 16:18)

Unwed Mother's Home (Luke 1:39-40,56)

Abused Wives and Children's Home (Exodus 22:22-24; Deuteronomy 10:18; Acts 6:1; I Timothy 5:3-12,16)

Housing for the Homeless and Runaways (Leviticus 25:35; Proverbs 19:17; Luke 3:11; II Corinthians 8:14-15)

Care for and assist handicapped individuals (Leviticus 19:32; Isaiah 35:5; Mark 7:37; Luke 7:32,14:13-14)

To provide ministry to homosexuals and prostitutes, so they may be taught the Gospel of Jesus Christ (I Corinthians 1:27-31, 6:9-11; Hebrews 10:22; Luke 14:12-24; Matthew 22:2-10,

John 8:1-11).

To provide homes for the aged (Leviticus 19:32; Psalm 71:9; Isaiah 45:20-22).

To provide child placement services and adoptive services (Psalm 127:3; Isaiah 54:1; Mark 10:14; Numbers 3:13).

To establish a credit union for members of the church (Psalm 72:4, 112:5; Malachi 3:10; Deuteronomy 15:7-11, 28:12,44; Matthew 5:42; Proverbs 3:9; Nehemiah 11:38).

Housing for those with addictive behavior (Luke 4:18).

Drug and Alcohol Program (Isaiah 5:11, 19:14,20; Habakkuk 2:15; Joel 2:32; Matthew 9:12; Psalm 121:2).

The mentally disturbed (Matthew 4:24, 17:15).

(k) To operate under the name as set forth in Article I above; to adopt and assume names in the furtherance of its nonprofit, tax-exempt purposes (Genesis 17:5, 32:28; Acts 13:9; Matthew 1:23; Revelation 2:17); to exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the church is established, provided that such incidental powers shall be exercised in a manner consistent with its tax exempt status as a religious organization as set forth in Section 501(c)(3) of the internal Revenue Code of 1986 as amended, of the United States of America.

The several clauses contained in this Article shall be constructed both as purposes and powers and powers and the statements contained in each clause, shall except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers.

(l) To join, merge or unite with any other church or religious society having the same ideals, aims and purposes of this church; to associate and cooperate freely with other churches and with missionary organizations and branches as a free and independent fellowship body in accord with its own conscience and the wisdom of God, as the church perceives it to be, but in every case and in every act and in practice or association does and shall do so as a free church, always retaining its sovereignty and independence, and in no case whatsoever as an act of subjection nor precedent or amenability nor as an active or passive or implied affiliation nor in any as relinquishing its perpetual legal independence and sovereignty as a church. (Acts 5:12-14; I Corinthians 1:10, 6:17; Ephesians 4:16)

(m) To establish auxiliaries, clubs, and societies of a religious nature and to promote and encourage Christian fellowship between its members (Acts 15:41, 16:5)

(n) To have the right to purchase or acquire by gift, bequest or otherwise, either directly or as a trustee, and to hold in trust, use, sell, convey, mortgage, lease or otherwise dispose of any real estate or personal property as may be necessary for the furtherance of the church and Christian education; and to conduct financial campaigns to further the aims and progress of the church.(Ezra 8:28)

(o) To buy, purchase, own, construct, hold, keep, control, maintain, operate, conduct, occupy, use, take by lease, or otherwise acquire, sell, assign, transfer, exchange, convey, let, deal or traffic in or with, lease, mortgage, pledge or otherwise dispose of any and all kinds of real estate, houses, buildings, structures, places of worship, rest, or recreation for employees and members of the corporation; to do and transact all matters incident thereto or connected therewith; and to apply for, take, purchase, convey, mortgage, pledge or otherwise dispose of any and all rights, permits, powers, privileges, franchises, licenses and concessions necessary or in any manner requisite for the doing of anything mentioned in this paragraph.

(p) To employ qualified counsel and other necessary personnel to carry out the purposes of this church. (Titus 3:13; James 5:4)

(q) To further all religious and charitable work and for such purposes to adopt and establish ByLaws, rules, regulations in accordance with the law and not inconsistent with this Articles of Incorporation. (Joshua 1:7-8; Habakkuk 2:2-3; Romans 7:12, 10:4)

(r) To bestow, license and ordain ministerial candidates after their qualifications and according to the requirements set forth by the corporation. (I Chronicles 9:22-23; Titus 1:5; I Corinthians 7:17; Acts 14:23)

(s) To do all those things allowed and permitted to be done under law and specifically those set forth in the Florida Not-For-Profit Corporation Code so long as the same is not in conflict with the provisions of 501(c)(3) of the Internal Revenue Code.

ARTICLE III MEMBERSHIP/FELLOWSHIP

The conditions and regulations of membership/fellowship and the rights and other privileges of membership/fellowship shall be determined by the ByLaws, with membership being eligible to all those who give evidence of their faith in the Lord Jesus Christ and who voluntarily subscribe to its tenants of faith and agree to be governed by its Constitution and ByLaws. This Corporation shall issue no stock.

ARTICLE IV TERM

The period of the duration of this corporation is perpetual, unless dissolved according to the law.

ARTICLE V OFFICERS

The names of the officers who shall serve until the election of officers at the organizational meeting of the church after these Articles of Incorporation are approved are :

President - Leon Garner
Vice-President - Ronald C. Hunt
Sec./Treas. - Patricia Garner

The affairs of the corporation shall be managed by officers elected by the Board of Directors at its annual meeting. The officers shall serve until the next annual meeting of the Board of Directors, unless removed earlier in accordance with the ByLaws.

The general officers of the corporation shall be the President, Vice-President, Secretary and Treasurer.

The principal duties of the President shall be to preside at all meetings of the members of the Board of Directors and to the general supervision of the church. He shall be the Chairman of the Board of Directors.

The principal duties of the Vice-President shall be to discharge the duties of the President in the event of the absence or disability, for any cause whatsoever, of the President.

The principal duties of the Secretary shall be to countersign all deeds, leases, and conveyances executed by the church, affix the seal thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation and the church, or in any way pertaining to the business thereof, except the books and

records incidental to the duties of the Treasurer.

The principal duties of the Treasurer shall be to keep an account of all monies, credits and property of any and every nature of the church which shall come into his hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand and generally of all matters pertaining to his office, as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the church.

Whenever the Board of Directors may so order, any two officers, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the ByLaws.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The church shall have a Board of Directors of three (3) initially. The names and addresses of the initial Board of Directors who shall serve until the first election are :

1. Leon Garner, 1621 Courtland Street, Orlando, Florida 32804
2. Patricia Garner, 1621 Courtland Street, Orlando, Florida 32804
3. Ronald C. Hunt, 606 Winter Park Street, Orlando, Florida 32804

ARTICLE VII BOARD OF DIRECTORS - MANAGEMENT OF CORPORATE AFFAIRS

There shall be a Board of Directors for this corporation which shall consists of not less than three (3) and no more than seven (7) members.

Leon Garner, founder of this church, shall remain Pastor indefinitely, or until such time as they would desire to resign as Pastor, at which time they shall have the privilege of appointing the next Pastor of the church.

Vacancies in the Board of Directors shall be filled by the appointment of a Director by the President until the next election of the Directors. The Directors shall have all the power as set forth in the ByLaws.

ARTICLE VIII LIABILITY

No member of DAYSPRING EVANGELICAL MINISTRIES, INC. shall be liable for its debts nor shall any members property be so liable.

ARTICLE IX REGISTERED AGENT

The principal office and registered address for said corporation shall be located at 1621 Courtland Street, Orlando, Florida 32804 and the registered agent shall be Leon Garner.

ARTICLE X EXEMPT STATUS AND DISSOLUTION

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 in Article II hereof.

No substantial part of the activities of the corporation shall be the carrying on of 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.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

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 Internal Revenue Code, or the corresponding section of any future federal tax 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 said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI BYLAWS

The ByLaws of DAYSPRING EVANGELICAL MINISTRIES, INC. shall be adopted and amended by the Board of Directors.

ARTICLE XII DECLARATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XIII GENDER

In referring to directors, officers, chairman, members, deacons, incorporators or assistants within these ByLaws, words of any gender shall be deemed to include any other gender and a reference to the singular shall include the plural, and vice versa, unless the context indicate that such reading would be inappropriate.

ARTICLE XIV
AMENDMENTS

Amendments to this Articles of Incorporation, may be proposed by a resolution adopted by the Board of Directors. After notification to the members of the proposed amendment, such amendment shall be adopted by the Board of Directors by an affirmative vote of at least two-thirds of the Directors present and voting at a meeting at which a quorum is present.

IN WITNESS WHEREOF, We have hereunto subscribed our names, this 7th day of March, 1998.

Leon Garner
Leon Garner

Patricia Garner
Patricia Garner

Ronald C. Hunt
Ronald C. Hunt

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Leon Garner
Leon Garner

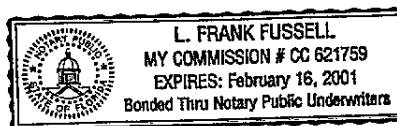
STATE OF FLORIDA)
COUNTY OF ORANGE

I, a Notary Public of the County and State aforesaid, certify that Leon Garner, Patricia Garner, and Ronald C. Hunt, personally appeared before me this day and acknowledged the due execution of the foregoing instrument. Witness my hand and official stamp or seal, this 7th day of March, 1998.

L. Frank Fusell
Notary Public

SEAL

My commission expires : FEB. 16, 2001



cc # 621759

FILED
98 MAR 30 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA