

N 98000001990

EDWARD J. KENNY, JR., CPA, FA
CERTIFIED PUBLIC ACCOUNTANT
695 CENTRAL AVENUE
ST. PETERSBURG, FLORIDA 33701

MEMBER
FLORIDA INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

TELEPHONE (813) 822-1478

April 1, 1998

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

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****122.50 ****122.50

RE: FREEWILL DELIVERANCE, PRAISE OUTREACH
MINISTRIES, INC.

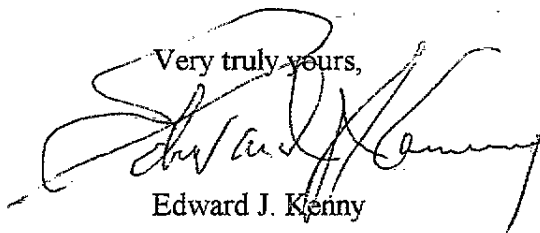
Gentlemen:

Enclosed are the Articles of Incorporation, in duplicate, for the above captioned entity.
Also inclosed is our check for \$ 122.50 for the filing fee.

Please record the articles and return the copy to us.

Thank you very much.

Very truly yours,



Edward J. Kenny

P. Hall
APR - 6 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FREEWILL DELIVERANCE, PRAISE OUTREACH MINISTRIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation for charitable purposes, under the provisions of Chapter 617 of the Florida Statutes, do hereby certify:

ARTICLE I

NAME

The name of the Corporation shall be FREEWILL DELIVERANCE, PRAISE OUTREACH MINISTRIES, INC. Its principal office shall be 4000 4 Street South, St. Petersburg, Florida 33705.

ARTICLE II

PURPOSE

The general nature of the objects and purposes of the Corporation shall be as follows:

Section 1. The Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. No part of the net earnings of the Corporations shall inure to the benefit of or be distributable to its members, Directors, 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 this Article.

Section 3. No substantial part of the activities of the Corporation shall be 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 any candidate for public office.

Section 4. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United states Internal Revenue Law).

ARTICLE III

QUALIFICATION OF MEMBERS

The membership of the Corporation shall consist of all persons hereinafter named as subscribers and such other persons who shall apply to the Secretary and shall be accepted by a majority of the Board of Directors.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

INCORPORATORS

The names and residences of the incorporators are as follows:

NAME

ADDRESS

Betty L. Cash

4000 4 St. So.
St. Petersburg, FL 33705

ARTICLE VI

OFFICERS

SECTION 1. The Officers of the Corporation shall be a President, such number of Vice-Presidents, a Secretary, a Treasurer, and such other Officers as may be provided in the By-Laws. The officers shall be elected by the Board of Directors at the first regular meeting of the Board of Directors after the annual meeting of the Corporation or as soon thereafter as may be convenient and shall take office immediately upon election.

Section 2. The names of the persons who are to serve as Officers of the Corporation until the first meeting of the Board of Directors are:

<u>NAME</u>	<u>OFFICE</u>
Apostle J. L. Cash, Sr.	Overseer
Pastor Cal H. Stubbs	Pastor
Shantae' L. Stubbs	Secretary
Annette M. Stubbs	Treasurer/Youth Director
Betty L. Cash	Vice President/Director

ARTICLE VII

BOARD OF DIRECTORS

Section 1. The business affairs of the Corporation shall be managed by the Board of Directors. This Corporation shall have 5 Directors initially. The numbers of Directors may be increased from time to time by the By-Laws, but shall never be less than three.

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 3. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the Corporation are:

NAME

ADDRESS

Apostle J. L. Cash, Sr.

4000 4 St. So.
St. Petersburg, FL 33705

Pastor Cal H. Stubbs

817 N. Pinehill Road
Orlando, FL 32801

Shantae' L. Stubbs

817 N. Pinehill Road
Orlando, FL 32801

Annette M. Stubbs

817 N. Pinehill Road
Orlando, FL 32801

Betty L. Cash

4000 4 St. So.
St. Petersburg, FL 33705

ARTICLE VIII

AMENDMENTS

Section 1. These Article of Incorporation may be amended at a special meeting of the Board of Directors, providing a One (1) month notice of the meeting is given and two-thirds of the Directors present vote in favor of the amendment.

Section 2. These articles may also be amended by any regular meeting of the Board of Directors, providing a one (1) month notice is given and two-thirds of the Directors vote in favor of the amendment.

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE

The street address of the initial registered office of this Corporation is 4000 4 St. So., St. Petersburg, FL 33705, and the name of the initial registered agent of this Corporation at that address is Betty L. Cash. The street address of the initial principal office of this corporation is 4000 4 St. So., St. Petersburg, FL 33705.

ARTICLE IX

MEETINGS

Section 1. Corporation. The annual meeting of the Corporation for the election of the Board of Directors and to conduct such other business as appropriate shall be held on a day and at a place specified in accordance with the By-Laws. Special meetings of the Corporation may be called as provided in the By-Laws. A quorum of at least ten percent (10%) of the voting membership shall be required except the Board of Directors may increase the percentage required for a quorum.

Section 2. Board of Directors. Regular monthly meeting of the Board of Directors shall be held at a time and place designated by resolution of the Board of Directors. Special meetings may be held as provided for in the By-Laws. A majority of the Board of Directors shall constitute a quorum for the holding of meetings. The Board of Directors shall elect the Corporation Officers at the first regular meeting of the Board of Directors after the annual meeting of the Corporation.

ARTICLE XI

BY-LAWS

Section 1. 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 may deem necessary from time to time.

Section 2. Upon proper notice, the By-Laws may be amended, altered or rescinded by the vote or written assent of a majority of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XII

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Pinellas County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

EXECUTED by undersigned, on the 19 day of March, 1998.

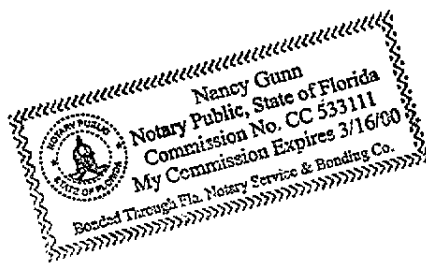
Betty L. Cash
Betty L. Cash

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Betty L. Cash to me well known to be the person(s) described in and who executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at St Petersburg In the county of Pinellas, and State of Florida, this 19 day of March, 1998.



Nancy Gunn
NOTARY PUBLIC
STATE OF FLORIDA
My Commission expires:

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

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

That FREEWILL DELIVERANCE, PRAISE OUTREACH MINISTRIES, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION, at the City of St. Petersburg, County of Pinellas, State of Florida, has named Betty L. Cash as its Registered Agent and its Registered Office is at 4000 4 St. So., St. Petersburg, FL 33705, Betty L. Cash to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the Corporation, I hereby agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Betty L. Cash
Betty L. Cash

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA