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TRANSMITTAL LETTER

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

SUBJECT: Whosoever Will Outreach Ministry, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation,
an original and (1) copy of the registered agent designation and our
check for \$131.25 to cover: NonProfit Florida Corporation

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|------------------------------|---------------|
| Filing Fees | 35.00 |
| Certified Copy | 52.50 |
| Registered Agent Designation | 35.00 |
| Certificate Under Seal | <u>8.75</u> |
| Total | <u>131.25</u> |

FROM: WHOSOEVER WILL OUTREACH MINISTRY, INC.
C/O Pastor Randolph Brice
705 Pippin Street
Jacksonville, Florida 32206
(904)355-5008

Randolph Brice

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 27 AM 8:46

RP
042998

ARTICLES OF INCORPORATION
for
WHOSOEVER WILL OUTREACH MINISTRY, INC.
a corporation not for profit

98 APR 27 AM 8:46

We, the undersigned, do hereby join together in the formation of a corporation not for profit following the terms and conditions, to-wit:

ARTICLE I NAME

The name of this corporation is: Whosoever Will Outreach Ministry, Inc.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS:

The principal place of business and the mailing address of this corporation shall be:

Whosoever Will Outreach Ministry, Inc.
C/O Pastor Randolph Brice
705 Pippin Street
Jacksonville, Florida 32206

ARTICLE III PURPOSE(S)

The specific purposes for which this corporation is organized are: to glorify God by conducting a Holiness Church in accordance with the Word of God, the Article of Faith, Covenant and Constitution of this local church; to promote the worship of our God; seek to win the lost to Christ through personal witnessing and the preaching of the Gospel; to edify believers; teach the whole council of God; administer the Ordinances and Biblical discipline; defend the faith; to perform marriages, conduct funerals, baptism, and like ceremonies; to maintain a good testimony for Christ in our community by having a Holy and Godly standard of good works.

ARTICLE IV TERM

The terms of the corporation are perpetual.

ARTICLE V MEMBERSHIP

There will not be more than one "class" of members. The one class shall be determined by the Holy Scriptures; namely, Ephesians 4:4 "There is one body, and one Spirit, even as ye are called in one hope of your calling." Meeting of members may be held according to the bylaws.

ARTICLE VI MANNER OF ELECTION/APPOINTMENT OF DIRECTORS

The General Board of Directors will be appointed by the ministry's Founder/Chief Overseer as set forth in the bylaws of this corporation.

ARTICLE VII LIMITATION OF CORPORATE POWERS

ARTICLES OF INCORPORATION
for
WHOSOEVER WILL OUTREACH MINISTRY, INC.
a corporation not for profit.

ARTICLE VIII AMENDMENT(S)

The corporation reserves the right to amend, alter, change or repeal any provision contained in the certificate of incorporation in the manner now or hereafter prescribed by the statute and all rights conferred upon members herein are granted subject to this reservation.

ARTICLE IX ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the organization will be distributed as approved by the General Board of Directors to another (or other) religious organization(s) to further the work of Christ; gifts or donations made to this ministry may be distributed back to the giver (if return is so desired) with proper identification/proof of giver, as approved by the General Board of Directors.

ARTICLE X INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

Randolph Brice
705 Pippin Street
Jacksonville, Florida 32206

ARTICLE XI INCORPORATORS

The names and street addresses of the incorporators for these Articles of Incorporation are:

Randolph Brice
705 Pippin Street
Jacksonville, Florida 32206

Michael Woomer
3433 Commonwealth Avenue, #1
Jacksonville, Florida 32254

Regina Johnson
705 Pippin Street
Jacksonville, Florida 32206

The undersigned incorporators have executed these Articles of Incorporation this 1st day of March, 1998.

x Randolph Brice
President

Randolph Brice
Typed name of incorporator signing

x Michael Woomer
Vice President

Michael Woomer
Typed name of incorporator signing

x Regina Johnson
Secretary/Treasurer

Regina Johnson
Typed name of incorporator signing

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Whosoever Will Outreach Ministry, Inc.

2. The name and address of the registered agent and office is:
Pastor Randolph Brice
Whosoever Will Outreach Ministry, Inc.
705 Pippin Street
Jacksonville, Florida 32206

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.

SIGNATURE

Randolph Brice

DATE

05/01/98

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98 APR 27 AM 8:46