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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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NAME: FIRST CHURCH OF LIFE, INC.

AUDIT NUMBER.....H98000013079

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF
FIRST CHURCH OF LIFE, INC.
A Florida Not For Profit Corporation**

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of forming a not for profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and hereby certify as follows:

ARTICLE I

NAME

The name of the Corporation shall be:

**FIRST CHURCH OF LIFE, INC.
A Florida not for profit Corporation**

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

Principal Office: The principal office shall be at 617 SE Tanner Avenue, Port St. Lucie, FL 34984.

Mailing Address: The mailing address of the Corporation shall be P.O. Box 2293, Stuart, FL 34995.

ARTICLE III

PURPOSE

The purposes for which this corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

The activities of the Corporation shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, Trustee, Director, officer, or individual, other than to an organization or organizations which 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

Prepared by:
Larry E. Buchanan, Esquire
555 Colorado Avenue, Stuart, FL 34994
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States Internal Revenue Law), and other than in furtherance of the Corporation's exempt purposes. It shall not have the power to issue certificates of stock or declare dividends.

Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on 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).

No substantial part of the activities of the Corporation shall consist of carrying on 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.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to such organization or organizations created and operated for non-profit purposes similar to those of the Corporation as shall be designated by the Board of Trustees of the Corporation, so long as such organization or organizations at the time of such conveyance or distribution 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).

ARTICLE IV

DIRECTORS AND OFFICERS

The Corporation shall be managed by its Board of Trustees and its Officers who shall be elected or appointed as provided in the Bylaws of the Corporation.

ARTICLE V

TERM

The term of the Corporation shall be perpetual.

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ARTICLE VI
SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Residence</u>
Docc John Michael Hilford	617 SE Tanner Avenue Port St. Lucie, Florida 34984
William W. Hannah	3800 SE Jefferson Street Stuart, FL 34997
Katherine D. Dunne	158 S. River Road Stuart, FL 34996
Caroline C. Hilford	650 NE Ocean Boulevard Stuart, FL 34996

ARTICLE VII
REGISTERED AGENT AND REGISTERED OFFICE

The address of the initial registered office of the Corporation is:

617 SE Tanner Avenue
Port St. Lucie, Florida 34984

The initial registered agent at that address is:

Docc John Michael Hilford

ARTICLE VIII
AMENDMENTS

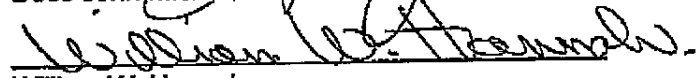
Amendments to these Articles of Incorporation may be made and adopted only by the Board of Trustees of the Corporation.


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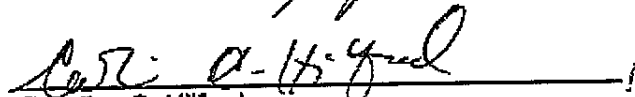
IN WITNESS WHEREOF, the subscribers hereby have hereunto affixed their signatures this

13 day of July, 1998


Docc John Michael Hilford


William W. Hannah


Katherine D. Dunne


Caroline C. Hilford

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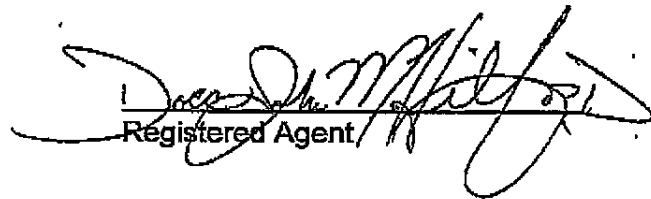
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 617.0501, Florida Statutes (1993), 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.

The name of the corporation is: FIRST CHURCH OF LIFE, INC.

The name and address of the initial registered agent and office is: Docc John Michael Hilford, 617 SE Tanner Avenue, Port St. Lucie, FL 34984

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.


Registered Agent

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Larry E. Buchanan, Esquire
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