



N98000004475

June 30, 1998

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President

Hosea Butler, Jr.
Secretary

Verbert C. Anderson
Treasurer

Members

Cornellus E. Allen

Reginald Clyne, Esq.

T. Willard Fair

John A. Hall

Ken Mason

Congresswoman Carrie P. Meek

Garth C. Reeves

Neill Robinson

Dorothea Stewart

David L. Wilson

Elaine H. Black,
Executive Director

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Articles of Incorporation:

VINE LIFE MINISTRIES INCORPORATION

Church, Inc

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business for the above-referenced corporation along with check #1470 in the sum of \$122.50 for filing fee.

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked certified copy of each document to the following:

STANLEY B. LEWIS
ATTORNEY AT LAW
TOOLS FOR CHANGE
P.O. Box 510605
Miami, Florida 33151

Thank you for your attention to this matter

Sincerely,

Stanley B. Lewis
Stanley B. Lewis
Attorney at Law

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG -4, PM 1:19

FILED

Encls.

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.



July 29, 1998

BOARD OF DIRECTORS

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Elaine H. Black,
Executive Director

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Doris McDuffie

Re: Articles of Incorporation -
VINE LIFE MINISTRIES INCORPORATION

Dear Ms. McDuffie:

Per your attached letter dated July 6, 1998, please find enclosed an original and one copy of the Articles of Incorporation for the above-referenced corporation and a Certificate Designating Place of Business and Registered Agent. The filing fee of \$122.50 was previously paid by check #1470, a copy of which is enclosed.

As the name, VINE LIFE MINISTRIES INCORPORATED was not available, we have chosen the name of VINE LIFE CHURCH, INC. Please file the Articles and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the following:

STANLEY B. LEWIS
ATTORNEY AT LAW
TOOLS FOR CHANGE
P.O. Box 510605
Miami, Florida 33151

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis
Attorney at Law

Encls.

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

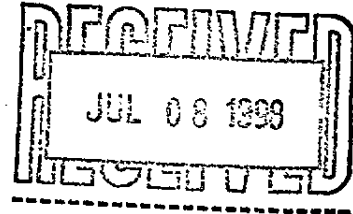


FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 6, 1998

STANLEY B. LEWIS, ESQUIRE
TOOLS FOR CHANGE
P.O. BOX 510605
MIAMI, FL 33151



SUBJECT: VINE LIFE MINISTRIES INCORPORATION
Ref. Number: W98000015282

We have received your document for VINE LIFE MINISTRIES INCORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 298A00036094

CERTIFICATE OF INCORPORATION
OF
VINE LIFE CHURCH, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: VINE LIFE CHURCH, INC. hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 18611 NW 48th Court, Miami, Florida 33055.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for charitable, educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VI: MEMBERSHIP

The corporation shall be a non-membership.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 18611 NW 48th Court, Miami, Florida 33055, and CALVIN LOMAX is the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of three(3) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws. The following persons shall constitute the initial Board of Directors:

CALVIN LOMAX
18611 NW 48th Court
Miami, FL. 33055

JOHNNIE MOORE
2092 NE 96th Terrace Apt. 0
Pembroke Pines, FL. 33024

JAMES MARTIN
8510 N. Sherman Circle Apt. C-101
Miramar, FL. 33025

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational 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 person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is as follows:

CALVIN LOMAX
18611 NW 48th Court
Miami, Florida 33055

IN WITNESS WHEREOF, I, CALVIN LOMAX, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on July 29, 1998.

Calvin L. Lomax
CALVIN LOMAX

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was sworn to before me this 29th day of July, 1998, by CALVIN LOMAX, who personally appeared before me at the time of notarization, and who are personally known to me or have produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: Stanley B. Lewis
STATE OF FLORIDA AT LARGE



STANLEY B LEWIS
My Commission CC407757
Expires Sep. 18, 1998
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE

SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON

WHOM PROCESS MAY BE SERVED.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:


First--That VINE LIFE CHURCH, INC., desiring to organize under the laws of the State of Florida with its principal office at 18611 NW 48th Court, Miami, Florida, as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of FLORIDA, has named CALVIN LOMAX, located at 18611 NW 48th Court, in the City of MIAMI, County of DADE, State of FLORIDA, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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

BY:


CLAVIN LOMAX

DATED:

July 29, 1998