

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

98 AUG -5 AM 9:43

N98000004606

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

400002607874--7
-08/05/98--01054--007
*****70.00 *****70.00

SUBJECT: FIRM Foundation Ministries, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JAMES T. DAVIS
Name (Printed or typed)

67 SUZANNE DRIVE
Address

Santa Rosa Beach, FL 32459
City, State & Zip

850/231-2600 X631
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

RP
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ARTICLE I

NAME

FIRM

The name of this corporation is FOUNDATION MINISTRIES, INC. The principle office is located at 67 Suzanne Drive, Santa Rosa Beach, Florida 32459.

ARTICLE II

DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the filing of these articles.

ARTICLE III

CORPORATE PURPOSES

This corporation is not formed for pecuniary or financial gain, and is organized exclusively for charitable, religious, and educational purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, no part of assets, income, or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay any reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles. No substantial part of the activities of the corporation shall be the carrying 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. 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 1986 (or the corresponding provision of any further United States Internal Revenue Law) of (b) by a corporation's contributions to which are deductible under

section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law).

ARTICLE IV

MEMBERSHIP

The membership of the corporation shall be divided into such classes and enjoy such rights and privileges and may be subject to such terms and conditions as may be prescribed in the by-laws of the corporation. The initial classes of membership shall be active and honorary.

ARTICLE V

RIGHTS AND LIABILITIES

The corporation shall not issue capital stock and shall not be operated for profit. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, for the federal, state, or local government for the exclusive public purpose. The members of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE VI

FEES AND DUES

The membership shall be subject to such fees and dues as may be set forth in the by-laws.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors composed of three (3) active members of the corporation elected by the active members of the corporation at a duly constituted meeting as prescribed in the by-laws. The number of directors may be either increased or diminished from time to time by the by-laws. The names and addresses of the initial Board of Directors are:

James T. Davis	67 Suzanne Drive Santa Rosa Beach, FL 32459
Rodney Tolleson	724 South Seagrave Daytona Beach, FL 32114
Jimmie Ervin	38 Holiday Shores Court Destin, FL 32541

ARTICLE VIII

INITIAL OFFICERS

The officers of the corporation shall be elected by the directors as prescribed in the by-laws of the corporation. The initial officers, who shall serve for a term of one (1) year or until their successors are duly elected and qualified, are as follows:

President	James T. Davis
Vice President	Rodney Tolleson
Secretary	Carol J. Davis
Treasurer	Jimmie Ervin

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is:

James T. Davis	67 Suzanne Drive
	Santa Rosa Beach, FL 32459

ARTICLE X

REGISTERED AGENT

The address of the initial registered office of the corporation shall be 67 Suzanne Drive, Santa Rosa Beach, Florida 32459, and the name of the initial registered agent at such address shall be James T. Davis

ARTICLE XI

AMENDMENTS

Unless otherwise provided in the by-laws, these Articles of Incorporation may be amended by a majority vote of the active members present and voting at a regular membership meeting, providing said amendment is proposed by an active member at the meeting preceding the meeting at which the amendment is to be voted upon.

ARTICLE XII

BY-LAWS

The directors shall adopt such by-laws and amendments thereof as shall from time to time be required, provided said by-laws are not inconsistent with these Articles of Incorporation or with the laws of the State of Florida. Unless otherwise provided in the by-laws, said by-laws may be adopted or amended by a majority vote of the directors present and voting at any regular meeting of the directors.

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify every officer and director of the corporation against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer, or director in connection with any action, suit, or other proceeding to which he may be made a party by reason of being or having been an officer or director of the corporation whether or not such person is an officer at the time such expenses are incurred. The officers and directors of the corporation shall not be liable to the members of the corporation for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct of bad faith. The officers and directors of the corporation shall have no personal liability with respect to any contract or other commitment made by them in good faith on behalf of the corporation and the corporation shall indemnify and hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right of indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the corporation may be entitled.

ARTICLE XIV

CORPORATE POWERS

The corporation shall have and possess all powers necessary to conduct it's affairs and to carry out the purposes for which it is organized, together with all powers conferred upon such corporations by the laws of the State of Florida, provided however, that only such purposes and powers shall be exercised as are in the furtherance of the purposes and object for which the corporation is formed, and in all events, upon any dissolution of final liquidation of the corporation, distribution of the net assets of the corporation remaining after payment of all of the debts and obligations of the corporation shall be made as provided in the by-laws or in a plan of dissolution provided that no part of the net earnings or assets shall inure to the benefit of any individual member or members, officers, or directors. Any by-law or plan of dissolution must be in compliance with the requirements of Article V above.

IN WITNESS WHERE OF, the undersigned subscribers have executed these Articles of Incorporation this 3rd day of August, 1998.


James T. Davis

STATE OF FLORIDA

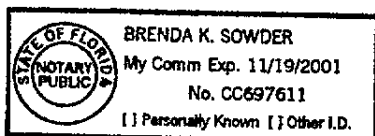
COUNTY OF WALTON

I hereby certify THAT ON THIS DAY, BEFORE ME, AN OFFICER DULY AUTHORIZED IN THE State and County aforesaid to take acknowledgments, personally appeared James T. Davis, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of August, 1998.


NOTARY PUBLIC

My Commission Expires: 11-19-2001



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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:

FIRM FOUNDATION MINISTRIES, INC.

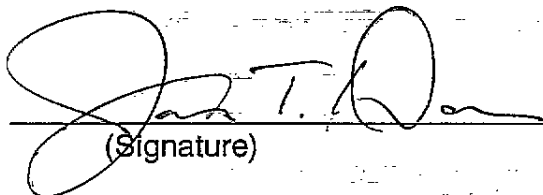
2. The name and address of the registered agent and office is:

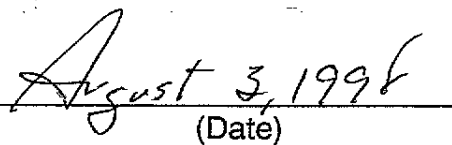
JAMES T. DAVIS

67 SUZANNE DRIVE

SANTA ROSA BEACH, FLORIDA 32459

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)


(Date)

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

^{FIRM} Pursuant to Section 48.091, Florida Statutes, the following is submitted:
FOUNDATION MINISTRIES, INC., desiring to organize under the laws of the State of
Florida with its initial registered office as indicated in the Articles of Incorporation at 67
Suzanne Drive, Santa Rosa Beach, Florida 32459, has named James T. Davis at this
address as its agent to accept service of process within the State of Florida.

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



JAMES T. DAVIS
Resident Agent

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