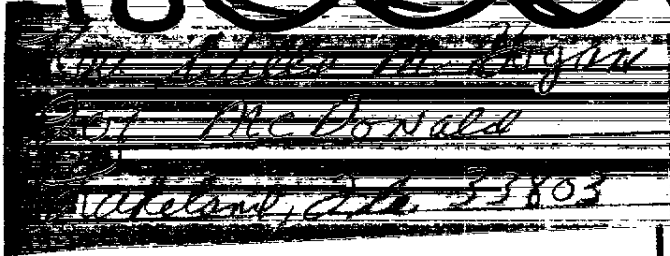


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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 98 AUG 31 AM 9:15
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

SEP 2 1998

Examiner's Initials	
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**ARTICLES OF INCORPORATION
OF
EXODUS MINISTRIES CORPORATION
(A CORPORATION NOT FOR PROFIT)**

FILED
98 AUG 31 AM 9:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned natural persons of age of twenty-one (21) years or more, acting as incorporators of a corporation not for profit, adopt the following Articles of Incorporation for such Corporation pursuant to Chapter, 617, of Title 34 of the Statutes of the State of Florida.

FIRST: The name of the corporation is EXODUS MINISTRIES CORPORATION

SECOND: The term of the Corporation shall be perpetual.

THIRD: The address of the Corporation's initial registered office is 201 McDonald, Lakeland, Florida 33803, and the name of its initial registered Agent at such address is Reverend Willie M. Hogan.

FOURTH: The purpose for which the corporation is organized is exclusively for the educational, charitable and scientific, that are described in Section 509 (a) (1), (2) or (3) of the Internal Revenue Code of 1986, including but not limited to the organization, maintenance and supervision of an Institute Center;

A. To promote rehabilitation of inmates, assist families of inmates, and assist the judicial system and community in combatting crime and substance abuse, and provide rehabilitation services for juveniles;

(1) To provide educational material, a discipleship program for inmates, and assist with information for re-entry into society;

(2) To promote family stability of inmates through support groups, counseling, mentoring of children, charitable acts, and to act as a clearinghouse of information for social needs;

(3) To provide aftercare for inmate through educational instruction, counseling, assistance with job referral, housing and social services;

(4) To work with the judicial system to reduce crime by serving as a center for alternative sentencing that provides educational instruction, counseling and mentoring for juveniles and adults;

(5) To work with the community to combat substance abuse and at-risk teens through education, counseling, mentoring, and technical skills when opportunity permits;

(6) To provide education opportunities (and, through that education, employment opportunities) to economically disadvantaged business persons, including by acting as a clearinghouse of information pertaining to the availability of employment opportunities;

(7) To assist the governments of Central Florida in studying and solving local problems pertaining to opportunities; and, by so doing, combat community deterioration and provide relief of the poor, distressed and underprivileged;

(8) To participate, so far as circumstances may permit, in any charitable and educational activity designed and carried on to promote the educational and employment opportunities of persons in Central Florida who are poor, distressed or underprivileged.

B. In furtherance, but not in limitation of the foregoing purposes, the corporation shall have the power and authority

(1) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contributions, gifts, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the board of directors as required by the by-laws;

(2) To establish an Exodus Outreach Center and employ such assistance and clerical force as may be necessary and proper in the judgement of the board of directors, and pay reasonable compensation for the services of such persons;

(3) To distribute, in the manner, form and method, and by the means determined by the board of directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes;

(4) To invest and reinvest surplus funds in such securities and properties as the board of directors may from time to time determine;

(5) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership;

(6) To contract and be contracted with;

(7) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary; but, this shall not be compulsory unless required by law;

(8) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

(9) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

(10) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office.

Notwithstanding any provision of these Articles of Incorporation to the contrary, the Corporation: (a) shall not (1) carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501 (c)(3), or, (ii) by a corporation, contributions to which are deductible under Section 170 (c)(2); (2) engage in any act of self dealing (as defined in Section 4941[d]); (3) retain any excess business holdings (as defined in Section 4943(c)); (4) make any investments in such manner as to subject the Corporation to tax under Section 4944, or;

(5) make any taxable expenditures (as defined in Section 4945(d)); and (b) shall distribute its income for each taxable year at such time and in such manner as to subject the Corporation to tax under Section 4942.

FIFTH: The Corporation shall not have members.

SIXTH: All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors. The conditions of election to the Board of Directors and the number of directors (which number shall not be less than three (3)) shall be as provided in the by-laws.

SEVENTH: The regulation of internal affairs of the Corporation, including the distribution of assets on dissolution, shall be provided for in the by-laws and shall include that:

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 above.

(2) Upon dissolution of the Corporation or winding up of its affairs, the assets of the Corporation shall be applied and distributed as follows:

(a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore;

(b) Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution of winding up, shall be returned, transferred or conveyed in accordance with such requirements; and

(c) All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more charitable, educational or scientific organizations (i) which are described in Sections 509(a) (1), (2) or (3), and (ii) to which deductible contributions can be made under Sections 170(c) (2), 2522(a) (2), as the Board of Directors shall select.

All statutory references herein are to the Internal Revenue Code of 1986 (or the Corresponding provisions of any future United States Internal Revenue Law).

EIGHTH: The Corporation shall not be authorized to issue capital stock.

NINTH: The fiscal year of the Corporation shall begin October 1st and end September 30th of each calendar year.

TENTH: The names of the officers who are to serve until the first election under the Articles of Incorporation are:

PRESIDENT: Reverend Willie M. Hogan
201 McDonald
Lakeland, Florida 33803

VICE-PRESIDENT: Tyrone Hunt
1449 North Webster Avenue
Lakeland, Florida 33805

**SECRETARY/
TREASURER:** Reverend Shirley Carr
1913 Brown Street, N.E.
Winter Haven, Florida 33881

ELEVENTH: The number of persons constituting the first Board of Directors shall not be less than three (3) and no more than nine (9), and the names and addresses of such persons who are to serve as directors until the first election thereof are:

Reverend Willie M. Hogan
920 West 13th Street
Lakeland, Florida 338__

Tyrone Hunt
1449 North Webster Avenue
Lakeland, Florida 338__

Reverend Shirley Carr
1913 Brown Street, N.E.
Winter Haven, Florida 33881

TWELFTH:

(A) COMPENSATION A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless employed by the board of directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the by-laws.

(B) INDEMNIFICATION Every director and officer of the Corporation shall be indemnified by the Corporation reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such

expenses are incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgement, the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right or indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the board.

(C) INTEREST OF DIRECTORS AND OFFICERS IN CONTRACTS Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer or officers, at the meeting of the board of directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the board of directors and the board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the directors present, such interested director or directors, officer or officers to be counted in determining whether a quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

THIRTEENTH: The By-laws may be made, altered or rescinded by a majority vote of the directors at any meeting at which time a quorum is present. The Articles of Incorporation may be made, altered or rescinded by a two-thirds vote of the Directors at any meeting at which time a quorum is present.

FOURTEENTH: The territory in which the operations of the Corporation are principally to be conducted is Central Florida.

FIFTEENTH: The names and residences of the subscribers to these Articles are:

Rev. Willie M. Hogan 201 McDonald
Reverend Willie M. Hogan Lakeland, Florida 33803

Tyrone Hunt 1449 North Webster Avenue
Tyrone Hunt Lakeland, Florida 33805

Rev. Shirley Carr 1913 Brown Street, N.E.
Reverend Shirley Carr Winter Haven, Florida 33881

In witness whereof, we, the undersigned, do subscribe and acknowledge these Articles of Incorporation and accordingly have hereunto set our hands this 24th day of August A.D. 1998.

Reverend Willie M. Hogan
ID Reverend Willie M. Hogan
H250-888-38-701-0

Tyrone Hunt
ID H530-812-59-059-0 Tyrone Hunt

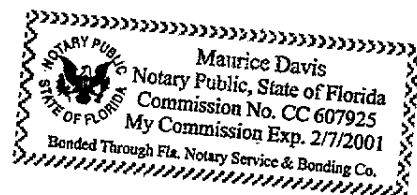
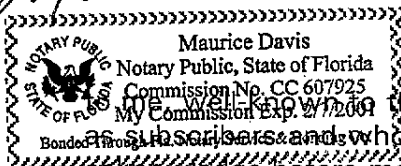
Reverend Shirley Carr
ID C600-784-66979-0 Reverend Shirley Carr

STATE OF FLORIDA:
COUNTY OF POLK:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared:

Maurice Davis

Reverend Willie M. Hogan
Tyrone Hunt
Reverend Shirley Carr



the persons described in the foregoing Articles of Incorporation as subscribers and who executed the foregoing Articles of Incorporation and acknowledge before me that they subscribed to same.

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

Pursuant to the provisions 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: Exodus Ministries Corporation.

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

Reverend Willie M. Hogan

(Name)

201 McDonald

(P.O. Box NOT acceptable)

Lakeland, Florida 33803

(City/State/Zip)

This is also the Corporation's principal office address.

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

Rev. Willie M. Hogan

DATE

August 24, 1998

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

FILED
98 AUG 31 AM 9:15
TALLAHASSEE FLORIDA
SECRETARY OF STATE