

Charter Number Only

N98000005048

VALIDATION ONLY

Duran & Pelati Business Service.

Requestor's Name

10300 Sunset Dr. #435.

Address

Miami, FL 33173.

City

State

ZIP

Phone

412-9191.

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-09/02/98-01008-012
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CORPORATION(S) NAME

Spirit-ED. Ministries, Inc.

RECEIVED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

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| Name |
| Availability |
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9/2/98

Certified Copy

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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
SPIRIT- ED. MINISTRIES, INC.**
(A corporation not-for-profit under the
Laws of the State of Florida)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be **SPIRIT-ED. MINISTRIES, INC.** For convenience, the corporation shall be referred to in this instrument as the "Ministry."

ARTICLE II

The principal place of business and mailing address of the Ministry is:

1402 JFK CAUSEWAY -SUITE 244
NORTH BAY VILLAGE, FL 33141

ARTICLE III

The purpose of Spirit-Ed. Ministries, a Spiritual Educational Ministry for the New Millennium, as a Florida nonprofit organization is to teach the universal principles of truth, as taught by the master Jesus Christ. We recognize Jesus as our wayshower. What Jesus attained is no more than is expected of each of us. That is why we follow his teachings. We believe we are potential Christs. The Christ's presence is within us. It is the same presence which shone in Jesus. Working with existing congregations, the "unchurched" and any social or government organizations seeking spiritual awakening, renewal and education.

This work shall include, but is not limited to the following forms of expression: Workshops, Retreats, Seminars, Intensives, Special Worship Services, Radio Programming, Television Programming, Print Publications, Audio and Video Tape Production, Traditional Pastoral Services, Music and Prayer Ministries.

To purchase and sell such literature, including magazines, pamphlets, and books, as, in the opinion of the Board of Trustees and the Minister, would be for the furtherance of its purpose and causes.

To receive love offerings and contributions; to receive, manage, take and hold real, personal and/or mixed property by gift, grant, devise, or bequest, and to sell or dispose of the same for the benefit of this corporation.

To purchase and sell, hypothecate, mortgage, and lease such real and personal property as may be necessary for the purposes of the corporation, and to execute deeds, contracts, agreements and obligations, the State of Florida under which this corporation is formed, and to accept and execute any trust, the purpose whereof is lawful under said laws and consistent with the purposes of this corporation; and to do each and everything necessary, suitable, or proper for the accomplishment of any of the purposes herein, or which may at any time appear conducive or expedient for the benefit or protection of this corporation.

This corporation shall have no capital stock, no dividends shall ever be declared or profits distributed, and no part of the net earnings of the corporation shall be distributed to, used for, or inure to the benefit of any private shareholder, trustee, director, firm, corporation or individual. The corporation shall not carry on propaganda or otherwise attempt to influence legislation.

ARTICLE IV

The affairs of the ministry shall be managed by the Board of Trustees, which shall consist of not less than three (3) trustees and not more than seven (7) trustees.

The names of the members of the first or initial Board of Trustees who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

REV. ELSA VALVERDE HOWARD
KEITH E. HOWARD ♀
BARBARA CASEY ♀
ERIC A. VALDEZ ♀
DEREK K. HOWARD ♂

The manner in which the directors are elected is stated in the bylaws.

The affairs of the Ministry shall be administered by the officers designated in the bylaws. (The officers shall be elected by the Board of Trustees at its first meeting following the annual meeting of the interested individuals and shall serve at the pleasure of the Board of Trustees) The names of the officers who shall serve until their successors are designated by the Board of Trustees are as follows:

| | |
|----------------------------------|-----------------------|
| REV. ELSA VALVERDE HOWARD | MINISTER |
| KEITH E. HOWARD | PRESIDENT |
| BARBARA CASEY | VICE PRESIDENT |
| ERIC A. VALDEZ | TREASURER |
| DEREK K. HOWARD | SECRETARY |

ARTICLE V

The term of the Ministry shall be perpetual.

ARTICLE VI

The initial registered office of this corporation shall be located at 10300 Sunset Drive, Suite 435, Miami, Florida 33173 and the initial registered agent of the corporation at the address is Yolanda Duran.

ARTICLE VII

Should this Ministry dissolve, all property and funds remaining after the payment of the debts of the corporation shall be delivered to the organized under the laws of the State of Florida, for religious and educational purposes.

ARTICLE VIII

The name and address of the incorporator of these Articles of Incorporation is as follows:

YOLANDA DURAN

10300 Sunset Drive, Ste. 435
Miami, Florida 33173

IN WITNESS WHEREOF, the subscriber has affixed her signature this 31st day of August, 1998.

A handwritten signature in cursive script, reading "Yolanda Duran", written over a horizontal line.

ARTICLE IX

Articles of Incorporation and/or amendments to same are made by Board of Trustees. Articles of Incorporation and/or amendments to same shall not become effective until (3/5) board members present and voting shall vote affirmatively in favor of such Articles of Incorporation and/or amendments to same.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NON-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HER DUTIES.

DATED THIS 31st DAY OF August, 1998.

Yolanda P. Duran
(REGISTERED AGENT)

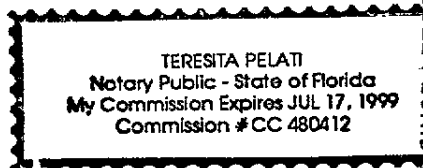
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this 31st day of August, 1998, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Yolanda Duran, to me known to be the individual described in and who executed the foregoing instrument as subscriber to the Articles of Incorporation of SPIRIT-ED. MINISTRIES, INC., a Florida Corporation not-for-profit, and she severally acknowledge to and before me that she signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Florida, the day and year last above written.

Teresita Pelati
Notary Public



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED