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September 3, 1998

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Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Incorporation of PASTORS FOR LIFE OF FLORIDA, INC.

Ladies and Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation of PASTORS FOR LIFE OF FLORIDA, INC. Please file the Articles and return a noncertified copy to me. Also enclosed is a check for \$70.00 in payment of the fees for filing and for designation of the registered agent.

Thank you for your attention to this matter.

Very truly yours,



Vincent D. Sapp

VDS:ffw  
Enclosures

APPROVED  
AND  
FILED  
98 SEP -4 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK SEP 10 1998

ARTICLES OF INCORPORATION  
OF  
PASTORS FOR LIFE OF FLORIDA, INC.

APPROVED  
AND  
FILED  
98 SEP -4 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Pastors for Life of Florida, Inc.

ARTICLE II - DURATION

This corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

ARTICLE III - GENERAL AND SPECIFIC PURPOSES

3.1 The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3.2 The corporation is a Christian ministry seeking to fulfill the Great Commission of our Lord and Savior, Jesus Christ. The specific purpose of the corporation is to provide spiritual, emotional and physical assistance to women and children in crisis situations in a manner consistent with exemption from federal income taxes under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV - LIMITATION OF POWERS AND ACTIVITIES

4.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members,

directors, 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 in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on 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 or in opposition to 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE V - DIRECTORS

5.1 The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. There shall be four members of the initial Board of Directors. The number of directors may be increased or decreased from time to time in the manner provided in the Bylaws but shall never be less than three.

5.2 The method of election of directors and their terms of

office shall be as stated in the Bylaws of the corporation.

5.3 Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors, and may be described as such in any document.

5.4 The names and addresses of the four initial members of the Board of Directors, and the corporate offices to be filled initially by them are as follows:

Director and President: Bruce Cadle  
1535 Satinwood Court NE  
Palm Bay, Florida 32905

Director and Vice President: Eric Olson  
4315 Yorkshire Drive  
Melbourne, Florida 32935

Director and Secretary: Valerie Cadle  
1535 Satinwood Court NE  
Palm Bay, Florida 32905

Director and Treasurer: Raymond Unterburger  
4736 E. Michigan Street #7  
Orlando, Florida 32812

#### ARTICLE VI - BYLAWS

The initial Bylaws of this corporation shall be adopted by the initial Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested exclusively

in the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or the corporation's Articles of Incorporation.

#### ARTICLE VII - MEMBERS

7.1 The corporation may have one or more classes of members. The designation of classes of members, the qualifications, rights, and obligations of the members of each class, and notice requirements sufficient to provide notice of meetings and activities of the members shall be set forth in the Bylaws.

7.2 No members as such shall have any voting rights.

#### ARTICLE VIII - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended from time to time by majority vote of the directors then in office. The Articles of Incorporation may not be amended by the members.

#### ARTICLE IX - PRINCIPAL OFFICE

The street address of the principal office of the corporation is 1535 Satinwood Court NE, Palm Bay, Florida 32905. The mailing address of the corporation is Post Office Box 100037, Palm Bay, Florida 32910-0037.

#### ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1535 Satinwood Court NE, Palm Bay, Florida 32905, and the name of the initial registered agent of this corporation at that address is Bruce Cadle.

ARTICLE XI - DISSOLUTION

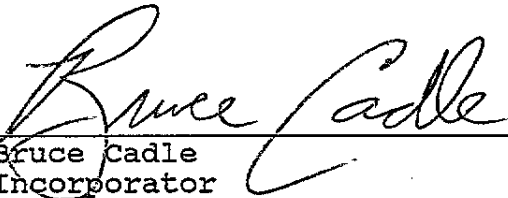
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - INCORPORATOR

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

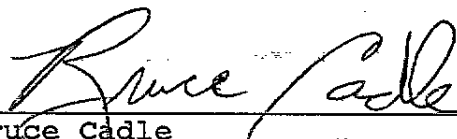
Bruce Cadle  
1535 Satinwood Court NE  
Palm Bay, Florida 32905

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 1st day of SEPTEMBER, 1998.

  
\_\_\_\_\_  
Bruce Cadle  
Incorporator

OATH OF ACCEPTANCE

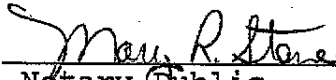
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.

  
\_\_\_\_\_  
Bruce Cadle  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF Brevard )

THE FOREGOING INSTRUMENT was subscribed, sworn to and acknowledged before me by BRUCE CADLE, who ( ) is personally known to me or (✓) produced a FDL# C340-061-57-090-D Driver's License as identification.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of September, 1998.

  
\_\_\_\_\_  
Notary Public  
Print or stamp name:  
Seal:



MARY R STONE  
My Commission CC581888  
Expires Jul. 28, 2000

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 SEP -1 PM 1:00

APPROVED  
AND  
FILED