



THE UNITED STATES
CORPORATION
COMPANY

N98000005335

ACCOUNT NO. : 072100000032

REFERENCE : 964285 10472A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : September 16, 1998

ORDER TIME : 10:16 AM

ORDER NO. : 964285-005

4000002641814--1

CUSTOMER NO: 10472A

CUSTOMER: Leonard Barrow, Jr., Esq
LEONARD BARROW, JR., ESQ

2418 Colonial Drive

Melbourne, FL 32901

DOMESTIC FILING

NAME: FELLOWSHIP OF CHRISTIAN
FINANCIAL PLANNERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

98 SEP 17 AM 10:47

RECEIVED

98 SEP 17 PM 1:34

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

g 9/17/98

**ARTICLES OF INCORPORATION
OF
FELLOWSHIP OF CHRISTIAN FINANCIAL PLANNERS, INC.**

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DIVISION OF CORPORATIONS
98 SEP 17 PM 1:34

By these Articles of Incorporation ("Articles"), the undersigned Subscribers form a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions:

**Article I
NAME**

The name of the corporation shall be FELLOWSHIP OF CHRISTIAN FINANCIAL PLANNERS, INC. For convenience, the corporation shall be referred to in this instrument as the "Corporation."

**Article II
DURATION**

The Corporation shall exist perpetually unless and until dissolved according to law. Corporate existence of the Corporation shall commence upon the filing of these Articles with the Florida Department of State.

**Article III
PRINCIPAL OFFICE**

The principal office and the mailing address of the Corporation shall be 25 Fifth Avenue, Indialantic, FL 32903.

**Article IV
REGISTERED OFFICE AND AGENT**

RICHARD PARKER, whose address is 25 Fifth Avenue, Indialantic FL 32903, is hereby appointed the initial registered agent of the Corporation and the registered office shall be at 25 Fifth Avenue, Indialantic, FL 32903.

Article V
PURPOSE AND POWERS OF THE CORPORATION

The Corporation is formed for charitable and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder, member or individual, and no substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise permitted an organization exempt under Section 501(c)(3) of the Internal Revenue Code), and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall not pay dividends and no part of any income of the Corporation shall be distributed to its members, directors or officers. The Corporation shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, and shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by law, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Corporation for the benefit of the Members; provided, however, notwithstanding the foregoing provision or any other provision of these Articles of Incorporation or of the Bylaws, the Corporation shall not carry on or engage in any activity not permitted a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, or which may not be permitted a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended from time to time. The duties and powers of the Corporation shall be exercised by the Board of Directors unless provided otherwise in these Articles of Incorporation or the Bylaws, and shall include, without limitation, the following:

(a) To engage in activities which will actively foster, promote, and advance the interests of the Corporation;

(b) To acquire (by gift, purchase or otherwise), manage, control, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property for which the Corporation by rule, regulation or contract may have a right or duty to engage in such activities;

(c) To borrow money, and mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) To enforce covenants, conditions, or restrictions affecting any property to the extent the Corporation may be authorized to do so under the Bylaws;

(e) To enter into, make, perform, or enforce contracts of every kind and description, and to perform all other acts necessary, appropriate, or advisable in carrying out any purpose of the Corporation, with or in association with any other association, corporation, or other entity or agency, public or private;

(f) To adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Corporation: provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation;

(g) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article V are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article V, except for the above proviso specifically referring to activities prohibited for a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

Article VI **MEMBERSHIP**

The qualifications for and other matters affecting Membership in the Corporation shall be as regulated by the Bylaws, as the same may be amended from time to time.

Article VII **VOTING RIGHTS**

The voting rights of members in the Corporation shall be as set forth in the Bylaws, as the same may be amended from time to time.

Article VIII **BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall be comprised of not less than five (5) and not more than nine (9) individuals who must be members of the Corporation in good standing. The method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws. The names and addresses of the initial Board of Directors, who shall serve until their successors are elected or appointed, are as follows:

James Nichols
4411 E. 72nd Place
Tulsa, OK 74136

Carl Van Voorst
204 18th Street NW
Orange City, IA 51041

Richard Parker
25 Fifth Avenue
Indialantic, FL 32903

John R. Breazeale
913 Zarsky Drive
Corpus Christi, TX
78412

Mel Rutkoske
319 Edmund Avenue
Royal Oak, MI 48073

Article IX **OFFICERS**

The affairs of the Corporation shall be administered by its officers under the direction of the Board of Directors. The officers of the Corporation shall include a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may, in its reasonable discretion, deem advisable from time to time. The officers shall be elected in the manner set forth in the Bylaws. An individual may hold more than one office. The names and address of the initial officers of the Corporation, who shall serve until their successors are elected or appointed, are as follows:

Name

Address

JAMES NICHOLS
President

4411 E. 72nd Place
Tulsa, OK 74136

RICHARD PARKER
Secretary/Treasurer

25 Fifth Avenue
Indialantic, Florida 32903

Article X **INDEMNIFICATION**

The Corporation shall indemnify every officer, director, committee member and employee of the Corporation against any and all costs and expenses, including reasonable attorneys and paralegals, fees, reasonably incurred by or imposed upon such officer, director, committee member or employee in connection with any action, suit, or other proceeding, or appeal therefrom (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he or she may be a party by reason of being or having been an officer, director, committee member or employee of the Corporation. Such officers, directors, committee members and employees shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual

willful misfeasance, malfeasance, misconduct, or 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 (except to the extent they may also be members of the Corporation), and the Corporation shall indemnify and forever 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 to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, committee member, or employee, or former officer, director, committee member or employee may be entitled. The Corporation may, but shall not be obligated to, maintain adequate general liability and officers, and directors, liability insurance to fund this obligation, if such insurance is reasonably available.

Articles XI **BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

Article XII **AMENDMENTS**

These Articles may be amended by a majority of the Board of Directors. However, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause. No amendment shall be effective until filed with the office of the Secretary of State of Florida, nor shall any amendment be effective which impairs the ability of the Corporation to qualify as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code. No amendment may impair the validity or priority of the lien of any mortgage granted by the Corporation or impair the rights granted to any mortgagee herein without the prior written consent of such mortgagee.

Article XIII **INCORPORATOR**

The name and street address of the incorporator to these Article of Incorporation is:

Richard Parker
25 Fifth Avenue
Indialantic, FL 32903

Article XIV
NONSTOCK CORPORATION

The Corporation is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Corporation; provided, however, that membership in the Corporation may, in the discretion of the Board of Directors, be evidenced by a certificate of membership which shall contain a statement that the Corporation is a corporation not-for-profit.

Article XV
DISSOLUTION

In the event the Corporation is intentionally dissolved for the purpose of winding up its affairs, then after the claims of creditors of the Corporation have been satisfied from the assets of the Corporation or otherwise, the remaining assets of the Corporation shall be dedicated to a public entity or conveyed to a not-for-profit corporation, as defined in Chapter 617, Florida Statutes, as amended, with reasonably similar purposes, and which has qualified as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code, and shall be selected according to such criteria by the Board of Directors of the Corporation; provided, however, that such dissolution shall in all events be effected in a manner which complies with the requirements for the dissolution of an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles Of Incorporation this 3 day of September, 1998.


RICHARD PARKER, Incorporator,

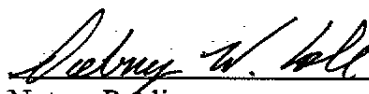
STATE OF FLORIDA:
COUNTY OF BREVARD:

I hereby certify that RICHARD PARKER (Personally Known), who produced the identification indicated, personally appeared before me this day and acknowledged due execution of the foregoing instrument.

WITNESS my hand and official seal this 4 day of September, 1998.



DABNEY W COLE
My Commission CC437840
Expires Feb. 08, 1999
Bonded by HAI
800-422-1555

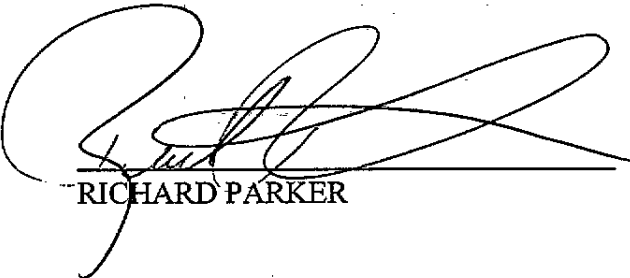

Notary Public

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 17 PM 1:34

I, RICHARD PARKER, having been named as Registered Agent, do hereby agree to accept service of process for *FELLOWSHIP OF CHRISTIAN FINANCIAL PLANNERS, INC.*, a corporation Not-For-Profit under the laws of the State of Florida, at 25 Fifth Avenue, Indialantic, FL 32903, designated as the Registered Office for said corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent under the Florida Statutes.

DATED this 4 day of September, 1998.



RICHARD PARKER

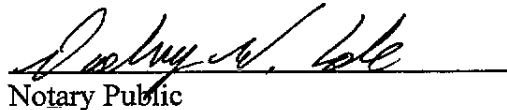
STATE OF FLORIDA:
COUNTY OF BREVARD:

RICHARD PARKER personally appeared before me this day who produced a Personally Known as identification, and who acknowledged that he executed the foregoing as his free act and choice.

SWORN TO AND SUBSCRIBED before me this 4 day of September, 1998.



DABNEY W COLE
My Commission CC437840
Expires Feb. 08, 1999
Bonded by HAI
800-422-1555



Notary Public