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John R. Thompson, Ph.D., D.D.

366 Steeple Chase Ln
Palm Harbor, Florida 34684

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

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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 SEP 21 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH SEP 22 1998

**ARTICLES OF INCORPORATION
OF
CEO/CHRISTIAN EXECUTIVE OUTREACH
INCORPORATED**

FILED
98 SEP 21 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, citizens of the State of Florida, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation as a Not-for-Profit Corporation.

ARTICLE ONE

I.1. THE NAME of this Not For Profit Corporation is CEO/Christian Executive Outreach, Incorporated.

ARTICLE TWO

II-1. THE INITIAL PRINCIPAL ADDRESS of this Corporation is 366 Steeple Chase Lane, Palm Harbor, Florida 34684

ARTICLE THREE

III-1. THE PERIOD OF DURATION of this Corporation is perpetual, unless dissolved according to law of the State of Florida. This Corporation shall commence with the issuance of corporation status by the Secretary of State of Florida.

ARTICLE FOUR

IV-1. THE PURPOSES for which the Corporation is organized are:

- A.** As a Corporation, a Not-For-Profit Corporation, organized and operated exclusively for exempt purposes within the meaning of the Internal Revenue Code of 1954, as amended, Section 501 (c) (3).
- B.** Religious in general, without regard to race, creed, color, sex, or nation of origin.
- C.** Trans-denominational in general, with respect to the difference in denominational doctrines of those who follow the teachings of Jesus Christ as outlined in the Holy Bible.
- D.** To establish and conduct Bible studies of the Christian Holy Bible.

E. Evangelistic in particular to persons in executive and managerial positions in government, professional sports, and in business and industry; to professional persons in business and industry, to commissioned and non-commissioned officers of the military, and to retired persons from these executive positions.

F. To expand this ministry throughout the United States with local "CEO Bible Study" chapters

G. To propagate such programs through teaching and instruction using the spoken word, music, groups, seminars, public media, audio and video tapes, computer communications, drama, movies, books and pamphlets, and through any other communication media available for the purpose of educating the individual in the achievement of an abundant quality of life through the study of the Scriptures of the Holy Bible.

H. To invite Bible study participants to become active in and supportive of a local church, encouraging those persons to greater service and dedication in their own local assembly.

I. To acquire, by conveyance or inheritance, through gift or purchase, real, personal and mixed properties, to be received and held and used, in trust, for the use and benefit of the Corporation and its stated purposes. This corporation may accept donations, offerings, gifts, bequests/legacies, contributions, and/or grants in any amount and any form, from time to time, upon such terms and conditions as may be decided from time to time by the Board of Directors and the Corporation may maintain real or personal property, or both as may be decided from time to time by the Board of Directors.

J. Payment of any income, excise or other taxes validly imposed by appropriate government authorities from either principal or income, or both, will not be deemed inconsistent with the purposes of this Corporation, even though the Corporation is organized and operated as a Not-For Profit Corporation.

ARTICLE FIVE

V-1. THE CORPORATION shall have no members, except a Board of Directors, who individually, must agree to be bound by the Articles of Incorporation and the By-Laws of this Corporation. Their qualification and manner of their

admission is further provided for in the Bylaws of the Corporation. There shall not be less than five (5) Directors nor more than seven (7) Directors.

ARTICLE SIX

VI-1. THE INITIAL REGISTERED OFFICE of the Corporation is located at: 366 Steeple Chase Lane, Palm Harbor, Florida 34684, and the name of the Registered Agent at such address is: John R. Thompson.

ARTICLE SEVEN

VII-1. THE INCORPORATORS of the Corporation shall be three (3) persons. The names and address of each such incorporator is as follows:

A. Victor DiMaio, 1912 West Aileen Street, Tampa, Florida 33607-2022

B. Victor Shumate, 1301 West Morrison, Tampa, Florida 33606

C. John R. Thompson, Ph.D, 366 Steeple Chase Lane, Palm Harbor, Florida 34684

ARTICLE EIGHT

VIII-1. THIS CORPORATION is organized under a non-stock basis.

ARTICLE NINE

IX-1. 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 described in the Internal Revenue Code of 1954, Section 501 (c) (3) and in Section 170 (c) (2) or any corresponding sections of any prior or future law, or turned over to either the Federal State, or Local government for exclusive public use and purpose.

ARTICLE TEN

X-1. THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS WHOSE TERM OF OFFICE SHALL BE UNTIL THE FIRST ANNUAL MEETING OF THE CORPORATION:

- A. Paul Culley, 6635 Bayou Grande Boulevard N. E.,
St. Petersburg, Florida 33702
- B. Kenneth Kreye, M.D., 9431 Merrimoor Boulevard,
Largo, Florida 33777
- C. Vern Peasley 2302 South Manhattan #307, Tampa,
Florida 33629
- D. James Rutherford, 7551 Cumberland Road, #13,
Largo, Florida 33777-2004
- E. Seth Sandige, 3125 Villa Rosa Avenue, Tampa,
Florida 33611
- F. Victor Shumate, 1301 West Morrison, Tampa,
Florida 33606
- G. John R. Thompson, Ph.D, 366 Steeple Chase Lane,
Palm Harbor, Florida 34684

ARTICLE ELEVEN

XI-1. THE FIDUCIARY RESPONSIBILITY includes that:

- A. No part of the net income of the Corporation shall inure to the benefit of, or be distributed to, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in ARTICLE FOUR 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 of any political campaign on behalf of any candidate for public office, except within the provision of law as permitted by the Florida Statutes and by the Internal Revenue Code of 1954, Section 501 (c) (3) or the corresponding provision of any future United States Internal Revenue Law or by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or the

corresponding provisions of any future United States Internal Revenue Law.

B. The policies, direction, business, legal, and property affairs of the Corporation shall be determined by, managed, and governed by the Board of Directors subject to the Articles of Incorporation and the By-Laws of this Corporation.

C. The Board of Directors may cause the Corporation to solicit, collect, receive, accumulate, and administer and disburse funds in such a manner as will, in the sole discretion of the Board of Directors, to most effectively operate, and to further the purposes of the Corporation.

DATED: September 11th, In the Year of our Lord, 1998.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this Corporation, have executed these Articles of Incorporation.

NAMES AND SIGNATURES OF THE INCORPORATORS:

Victor DiMaio

Victor E. DiMaio

Victor Shumate

Victor W. Shumate

John R. Thompson

John R. Thompson

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service or process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

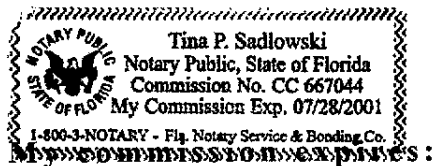
Registered Agent

John R. Thompson

VERIFICATION

I, Tina Sadlowski, a Notary Public, do hereby certify that on this 11th day of September, 1998, personally appeared before me Victor DiMaio, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator and that the statements therein contained are true to the best of his knowledge.

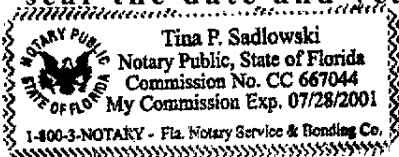
IN WITNESS WHEREOF, I have hereunto set my hand and seal the date and year above written.



Tina P. Sadlowski
Notary Public in and for
Pinellas County, Florida

I, Tina Sadlowski, a Notary Public, do hereby certify that on this 11th day of September, 1998, personally appeared before me Victor Shumate, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator and that the statements therein contained are true to the best of his knowledge.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the date and year above written.



Tina P. Sadlowski
Notary Public in and for
Pinellas County, Florida

My commission expires:

I, Tina Sadlowski, a Notary Public, do hereby certify that on this 11th day of September, 1998, personally appeared before me John R. Thompson, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator and that the statements therein contained are true to the best of his knowledge.

IN WITNESS WHEREOF, I have hereunto set my hand and
sear the date and year above written.



Tina P. Sadlowski
Notary Public in and for
Pinellas County, Florida

My commission expires: