

*Susan J. Williams, P.A.*  
*Professional Association*

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September 22, 1998

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Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: HEALING TREE OF LIFE CHURCH, INC.

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check #4382 in the amount of \$122.50 to cover the costs of Filing Fees, Certified Copy, and Registered Agent Designation.

Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated. If you should have any questions, please feel free to contact me personally.

Very truly yours,

*Susan J. Williams*  
Susan J. Williams  
For the firm

SJT/mm  
Enclosures  
cc: Ted Johnston

FILED  
98 SEP 24 AM 9:19  
TALLAHASSEE FLORIDA

SEP 29 1998

**ARTICLES OF INCORPORATION  
OF  
HEALING TREE OF LIFE CHURCH, INC.  
A NONPROFIT CORPORATION**

FILED  
98 SEP 24 AM 9:19  
TALLAHASSEE FLORIDA

The undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I - NAME**

The name of this corporation is:

**HEALING TREE OF LIFE CHURCH, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business of this corporation shall be 603 Balfour Drive, Winter Park, Florida 32792, and the mailing address of the corporation shall be the same.

**ARTICLE III - DURATION**

This Corporation shall have perpetual existence, commencing on the date of filing by the Florida Department of State, Division of Corporations.

**ARTICLE IV - PURPOSE**

The general purpose of the corporation and all activity transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida is for religious purposes. The religious purpose includes leading the lost to Jesus Christ, to be a part of healing the broken hearted, to preach the gospel from the Holy Bible, to help feed and clothe the less fortunate and to otherwise be a positive, vital and active part of the community.

The corporation shall be an affiliate member of the International Ministerial Association, Inc., a Texas corporation, founded August 12, 1954, with headquarters located at 9455 Lackland Road, St. Louis, Missouri.

**ARTICLE V - DIRECTORS**

The number constituting the initial Board of Directors of the Corporation is (5) five, until the first annual meeting, or until their successors shall have been elected and qualified, as stated in the by-laws. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of

Incorporation. The names and street addresses of the initial members of the Board of Directors are:

Director: Teddy (Ted) Johnston, 603 Balfour Drive, Winter Park Florida 32703;

Director: Debra Baum, 707 Brook Forest Court, Apopka, Florida 32712;

Director: Patricia Kopatich, 5764 Grand Canyon Drive, Orlando, Florida 32810;

Director: Teresa Ciaccio, 708 Royal Street, Natchitoches, Louisiana 71457.

Director: Susan J. Williams, 1007 Hanging Vine Point, Longwood, Florida 32750.

#### ARTICLE VI - NO CAPITAL STOCK

The corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any Member, Director, Trustee, Officer, or individual. The balance, if any, of all moneys received by the Corporation from its operation, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purpose or purposes of the Corporation set forth in these Articles of Incorporation.

#### ARTICLE VII - MEMBERS

The qualifications for members and the manner of their admissions shall be regulated by the Bylaws of this Corporation.

#### ARTICLE VIII - CORPORATE POWERS

The Corporation is organized exclusively for religious, 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 corresponding section of any further federal tax code. No part of the net earnings of the Corporation shall inure to the benefit of any director, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no director, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable or religious organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose.

#### **ARTICLE IX - ORGANIZATION EXCLUSIVELY FOR TAX-EXEMPT PURPOSES**

Said Corporation is organized exclusively for charitable, religious, and educational 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

#### **ARTICLE X - PROHIBITIONS TO INSURE TAX-EXEMPT STATUS**

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 Corporations 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 V 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 any candidate for public office. Notwithstanding any other provision of the 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 of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE XI - DISSOLUTION**

In the event of the dissolution of this Corporation, all the business, property and assets of the Corporation shall go and be distributed as provided in the By Laws of the Corporation; and in the absence of such provision to such non-profit, religious corporation of like purposes as set forth in these Articles of

Incorporation, as the Members of this Corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to Members, either for reimbursement of any sum subscribed, donated or contributed by such Members, or for any other purpose.

#### **ARTICLE XII - INDEMNIFICATION OF DIRECTORS AND OFFICERS**

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. The Corporation shall indemnify any Director or Officer, or former Director or Officer, against expenses actually and necessarily incurred by him or any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he or she is made a party by reason of being or having been such Director or Officer (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him) except in relation to the matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of the duty. The Corporation may also reimburse any Director or Officer the reasonable costs of settlement of any such action, suit or proceeding if it shall be found either by a majority of the Directors not involved in the matter of controversy, whether or not a quorum, or by a majority vote of the Members present in a regular or special meeting called for that purpose that it was to the interest of the Corporation that such settlement be made and that such Director or Officer was not guilty of gross negligence or willful misconduct. Said rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled by law, or otherwise.

#### **ARTICLE XIII - AMENDMENT OF ARTICLES**

Provided such amendments do not violate the Bylaws of the Corporation, the Corporation may amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on Officers, Directors, and Members herein are granted subject to this reservation.

#### **ARTICLE XIV - REGISTERED AGENT**

The name and address of the Corporation's initial registered agent in the State of Florida is Teddy (Ted) Johnston, 603 Balfour Drive, Winter Park, Florida 32792.

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

Pursuant to the provisions of Section 617.0501 and 617.0502 of Florida Statutes, the undersigned not-for-profit 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:

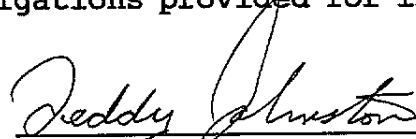
**HEALING TREE OF LIFE CHURCH, INC.**

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

**Teddy (Ted) Johnston  
603 Balfour Drive  
Winter Park, Florida 32292**

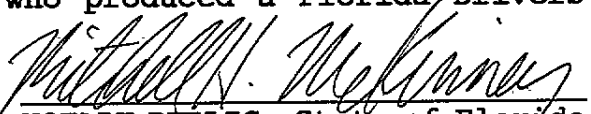
**ACCEPTANCE BY REGISTERED AGENT**


The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for HEALING TREE OF LIFE CHURCH, INC. hereby accepts such appointment this \_\_\_\_\_ day of September, 1998, and states that she is familiar with, and accepts, the obligations provided for in Section 617.0503 Florida Statutes.

  
\_\_\_\_\_  
TEDDY (TED) JOHNSTON

STATE OF FLORIDA  
COUNTY OF SEMINOLE

Sworn to and subscribed before me on this 21<sup>st</sup> day of September, 1998 by TEDDY (TED) JOHNSTON, (check one) ☒ who is personally known to me or \_\_\_\_\_ who produced a Florida Drivers license as identification

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
My Commission Expires:

 My Commission CC736835  
Expires April 26, 2002

SEAL/PRINTED NAME OF NOTARY

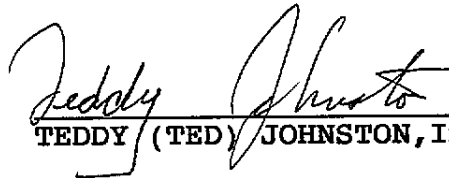
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FILED  
CLERK OF STATE  
TALLAHASSEE FLORIDA

ARTICLE XV - INCORPORATORS

The name and address of the initial incorporator is as follows:

Teddy (Ted) Johnston  
603 Balfour Drive  
Winter Park, Florida 32792.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21st day of September, 1998.

  
TEDDY (TED) JOHNSTON, Incorporator