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Burney Bivens, Esq.

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\*\*Robert E. Lee, Esq.

\*Also Admitted in New York

\*\*Also Admitted in Ohio

October 9, 1998

N98000005854

Florida Department of State

Secretary of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

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-10/14/98--01010--020

\*\*\*\*140.00 \*\*\*\*\*70.00

RE: A. Articles of Incorporation of Messengers of Hope Ministries, Inc.  
(a non-profit organization)

B. Articles of Incorporation of Gruen Publishing, Inc.

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation of Messengers of Hope Ministries, Inc. and the original and one copy of the Articles of Incorporation of Gruen Publishing, Inc.

Also enclosed is my check in the amount of \$140.00 to cover the filing fees. Please return a file-stamped copy to my office.

Thank you for your cooperation.

Yours truly,

BIVENS, JONES & ASSOCIATES

Burney Bivens, Esquire

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 OCT 14 AM 10:30

FILED

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Enclosures

10-14-98  
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ARTICLES OF INCORPORATION  
OF  
MESSENGERS OF HOPE MINISTRIES, INC.

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**FILED**  
98 OCT 14 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a non-profit corporation under the Not for Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of the corporation is Messengers of Hope Ministries, Inc.

**ARTICLE II - TERM OF EXISTENCE**

The period of duration of the corporation is perpetual.

**ARTICLE III - NATURE OF BUSINESS**

This corporation is organized for the purpose of positive spiritual messages and any other activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - MEMBERSHIP**

The qualifications for membership and the manner of admission shall be as regulated by the by-laws.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The principal place of business of the corporation is 1771 Long Slough Walk, Orange Park, Florida 32073. The name of the initial registered agent is Amy J. Gruen. The address of the initial registered agent is 1771 Long Slough Walk, Orange Park, Florida 32073.

**ARTICLE VI - DIRECTORS**

The initial Board of Directors shall consist of four (4) members who need not be residents of the State of Florida.

#### **ARTICLE VII - INITIAL DIRECTORS**

The names and addresses of the persons who shall serve as Directors until the first annual meeting of the members or until their successors shall have been elected and qualified are as follows:

<u><b>NAME</b></u>	<u><b>ADDRESS</b></u>
Amy Gruen	1771 Long Slough Walk Orange Park, FL 32073
K. Craig Gruen	1771 Long Slough Walk Orange Park, FL 32073
Patti Bielik	575 Rockingham Road Orange Park, FL 32073
Katie Starnes	803 Kettering Way Orange Park, FL 32073

The method of election of Directors shall be as stated in the by-laws.

#### **ARTICLE VIII - INCORPORATOR**

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

<u><b>NAME</b></u>	<u><b>ADDRESS</b></u>
Amy J. Gruen	1771 Long Slough Walk Orange Park, FL 32073

#### **ARTICLE IX - DUTIES AND POWERS**

Messengers of Hope Ministries, Inc. shall be a non-profit corporation and shall have all the duties and powers of non-profit organizations, and no member, officer or director shall be authorized to do anything inconsistent with a non-profit corporation. No part of the net earnings

of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized to and empowered to pay reasonable compensation for services rendered to and make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of any 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 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 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 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 X - BY-LAWS**

The by-laws of the corporation shall set forth in detail the qualifications for membership and voting rights.

#### **ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION**

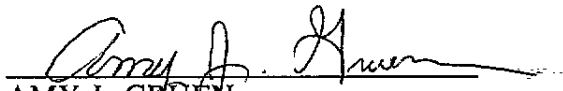
The members shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a called membership meeting, with not less than a three-fourths vote of the members.

#### **ARTICLE XII - DISSOLUTION OF CORPORATION**

Upon dissolution of the corporation, the assets of the corporation remaining after payment

of all debts and liabilities of the corporation shall be distributed to an organizational agency and used exclusively to accomplish the primary purpose for which the corporation is organized. If the corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by an order of the Circuit Court of Duval County, upon petition by the Attorney General or by any persons concerned in the liquidation in a proceeding to which the Attorney General is a party or any procedure establish by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Orange Park, Clay County Florida, on this 12<sup>th</sup> day of October, 1998.

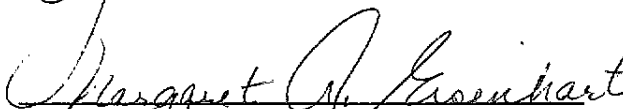
  
AMY J. GRUEN

STATE OF FLORIDA     )  
COUNTY OF CLAY     )

BEFORE ME, the undersigned authority, personally appeared AMY J. GRUEN, who is personally known to me or who produced FDL# G650-010-100-902-0 as identification, who is the person described in and who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orange Park, Clay County, Florida, on this 12<sup>th</sup> day of October, 1998.



  
Notary Public - State of Florida  
My Commission Expires:

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts her designation as registered agent for Messengers of Hope Ministries, Inc.

  
AMY J. GRUEN

FILED  
98 OCT 14 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA