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**WILLIAM T. PRESTON**  
ADMITTED TO PRACTICE IN VIRGINIA AND FLORIDA

**PRESTON  
& REED, P.L.C.**  
ATTORNEYS AND COUNSELORS AT LAW

143 CANAL STREET  
NEW SMYRNA BEACH, FL 32168  
TELEPHONE (904) 424-9200  
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October 23, 1998

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: AT THE WELL MINISTRIES, INC.

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation of AT THE WELL MINISTRIES, INC., a not-for-profit corporation, for filing.

Please also find my firm check # 3138 in the amount of \$78.75 which represents fees as follows:

1. Filing Fees - \$35.00
2. Registered Agent - \$35.00
3. Certified Copy - \$8.75

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-10/26/98--01040--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Please file the Articles and return the Certified Copy to me at the above address.

Thank you for your assistance in this regard.

With kind regards.

Respectfully,

*William T. Preston*

William T. Preston

WTP/lf

Enclosure-3

*Bill Preston*  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT  
DATE 10/28/98  
DOC. EXAM TA

TA-10/28/98

**ARTICLES OF INCORPORATION**  
**OF**  
**AT THE WELL MINISTRIES, INC.**

The undersigned incorporators to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation not for profit under Chapter 617, Florida Statutes.

ARTICLE I. NAME

The name of this corporation is **AT THE WELL MINISTRIES, INC.**

ARTICLE II. GENERAL PURPOSE

The purpose for which this corporation is organized shall be to conduct the usual functions incident to the operation of a church for the effective and efficient collaboration and doing of ministry, to provide services for the poor, and the alienated, and to engage in any lawful purpose or purposes not for pecuniary profit. The purpose for which this corporation is organized is exclusively for religious, charitable, and educational activities as is defined under the Internal Revenue Code, Section 501(c)(3); to do all such things as is lawful to further such purposes. No part of the net earnings of this corporation shall inure to the benefit of any private member or individual. No substantial part of the activities of this corporation are for the purpose of propagandizing or otherwise attempting to influence legislation and this corporation shall not participate or intervene in a political campaign on behalf of a candidate for public office. Upon dissolution, the assets of this corporation will not be distributed to its members or shareholder.

ARTICLE III. COMPLIANCE WITH SECTION 501 (C) (3),  
INTERNAL REVENUE CODE

Notwithstanding any other provisions of these Articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

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 of 1986, or corresponding Section of any future Federal Tax Code, or shall be distributed to the Federal, State, or Local government for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of common Pleas of the county in which the principal office of the corporation is then located exclusively for such purposes.

**FILED**  
98 OCT 26 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE IV. QUALIFICATION

All persons who shall be members of this corporation shall be born again Christians, willing to be obedient to and serve God through helping others.

#### ARTICLE V. DURATION

This corporation shall have perpetual existence commencing on the date of filing of Articles of Incorporation by the Department of State.

#### ARTICLE VI. INCORPORATORSS

The names and street addresses of the incorporatorss to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Linda M. Cyr	5 Swan Avenue, New Smyrna Beach, FL 32168
Daniel Cyr	5 Swan Avenue, New Smyrna Beach, FL 32168

#### ARTICLE VII. OFFICERS

The affairs of this corporation shall be managed by the following officers: President, Vice-President, Secretary and Treasurer.

#### ARTICLE VIII. PERSONS CONSTITUTING FIRST BOARD OF DIRECTORS

The Board of Directors shall consist of not less than three (3) Directors. The names and addresses of the persons who are to serve as the members of the Board of Directors until the first annual meeting, or until their successors are elected or appointed and have qualified, according to the Bylaws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Linda M. Cyr	5 Swan Avenue, New Smyrna Beach, FL 32168
Daniel Cyr	5 Swan Avenue, New Smyrna Beach, FL 32168
Marcus E. Barker, Pastor	P.O. Box 297, Road Town, Tortola, BVI
Margaret M. Chang, M.D.	1984 State Road 44, New Smyrna Beach, FL 32168

ARTICLE IX. CORPORATION'S PRINCIPAL OFFICE AND ADDRESS AND  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's principal office and the initial registered office is the same and is:

**5 Swan Avenue, New Smyrna Beach, FL 32168**

and the name of the initial registered agent of this corporation at this address is:

**Linda M. Cyr**

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 21st day of October, 1998, A.D.

Linda M. Cyr (SEAL)  
Linda M. Cyr

Daniel Cyr (SEAL)  
Daniel Cyr

STATE OF FLORIDA  
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Linda M. Cyr and Daniel Cyr, to me known to be the persons described as incorporators in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above 21st day of October, 1998, A.D.

(NOTARIAL SEAL)

Linda D. Johnson  
Notary Public, State of Florida

My Commission Expires:



Linda D. Johnson  
MY COMMISSION # CC595546 EXPIRES  
October 23, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned incorporators of AT THE WELL MINISTRIES, INC., hereby designate the following individual as registered agent for this corporation:

**Linda M. Cyr**

Linda M. Cyr (SEAL)  
Linda M. Cyr

Daniel Cyr (SEAL)  
Daniel Cyr

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of AT THE WELL MINISTRIES, INC.

DATED this 21st day of October, 1998, A.D.

Linda M. Cyr (SEAL)  
Linda M. Cyr

**FILED**  
98 OCT 26 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA