

N99 0000000 326

PRESTON

WILLIAM T. PRESTON

ADMITTED TO PRACTICE IN VIRGINIA AND FLORIDA

143 CANAL STREET
NEW SMYRNA BEACH, FL 32168
TELEPHONE (904) 424-9200
FACSIMILE: (904) 423-8099

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

December 15, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: BY GOD'S GRACE, INC.

800002714928--7
-12/17/98--01100--016
*****78.75 *****78.75

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation of BY GOD'S GRACE, INC., a not-for-profit corporation, for filing.

Please also find my firm check # 3176 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

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

WTP/lf
Enclosure-3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 AM 9:35

B. BROCK DEC 21 1998

Virginia Office

Pembroke Commercial Building • 4425 Corporation Lane, Suite 170 • Virginia Beach, Virginia 23462-3101
Telephone: (757) 499-4737 • Facsimile: (757) 499-4642

MEMBER, NATIONAL NETWORK OF ESTATE PLANNING ATTORNEYS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 19, 1999

WILLIAM T PRESTON, ESQUIRE
143 CANAL ST
NEW SMYRNA BEACH, FL 32168

SUBJECT: BY GOD'S GRACE, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT (P98000105435) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON PROFIT corporation and assigned new document number N99000000326 with the original file date of December 17, 1998.

Any annual reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Beth Register
Corporate Specialist Supervisor
New Filings Section

Letter number: 499A00002468

ARTICLES OF INCORPORATION

OF

BY GOD'S GRACE, INC.

FILED
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DIVISION OF CORPORATIONS
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The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract and who is a citizen of the United States, hereby forms a Corporation, Not For Profit, pursuant to Chapter 617, Florida Statutes, does hereby certify:

ARTICLE I. NAME. The name of this corporation is

BY GOD'S GRACE, INC.

ARTICLE 11. PLACE. The place in this state where the principal office of the Corporation is to be located is the

143 Canal Street
City of New Smyrna Beach, Volusia County.

ARTICLE III. GENERAL PURPOSE. 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), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under this Section or the corresponding section of any future federal tax code, and to do all such things as is lawful to further such purposes as is consistent with Florida law.

ARTICLE IV. 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 or the corresponding provision of any future federal tax code.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or any private member or individual, except that the corporation 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 herein. 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 (including the publishing 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 (a) 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 (b) by 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.

Upon dissolution of the corporation the assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Service, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for any public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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. INCORPORATORS. The name and street address of the incorporator to these Articles of Incorporation is as follows:

NAME	ADDRESS
Michael R. Henry	P.O. Box 3011 New Smyrna Beach, FL 32170

ARTICLE VII. OFFICERS. The affairs of this corporation shall be managed by the following officers:

CHAIR, VICE-CHAIR, SECRETARY, 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, are as follows:

NAME	ADDRESS
Michael R. Henry	P. O. Box 3011, New Smyrna Beach, FL 32170
Windy C. Henry	P. O. Box 3011, New Smyrna Beach, FL 32170
Malcolm B. Henry	P. O. Box 3011, New Smyrna Beach, FL 32170

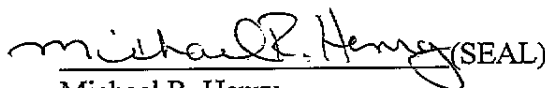
ARTICLE IX. CORPORATION'S PRINCIPAL OFFICE AND ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT. The street address of the corporation's principal office and the initial registered office is the same and is:

143 Canal Street, New Smyrna Beach, FL 32168

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

William T. Preston

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of December, AD, 1998.


 (SEAL)
Michael R. Henry

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 Michael R. Henry, to me known or who provided the following identification, _____ to be the person described as incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 15th day of December, AD, 1998.

(NOTARIAL SEAL)


Notary Public, State of Florida
My Commission Expires:

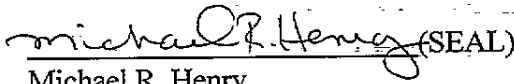


Laura Ferlitta
My Commission CC764856
Expires August 5, 2002

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned incorporators of BY GOD'S GRACE, INC. hereby designate the following individual as registered agent for this corporation:

William T. Preston

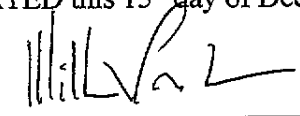
 (SEAL)
Michael R. Henry

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of:

BY GOD'S GRACE, INC.

DATED this 15th day of December, AD, 1998.

 (SEAL)
William T. Preston

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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