

19900000404

Winters, King & Associates, Inc.

ATTORNEYS AND COUNSELORS AT LAW

CityPlex Towers

2448 East 81st Street • Suite 5900

Tulsa, Oklahoma 74137-4259

THOMAS J. WINTERS

MICHAEL J. KING

M. JEAN HOLMES

R. THOMAS IRWIN

KAREN L. KING

JOEL A. LACOURSE

J. DANIEL BEIRUTE

LINDA R. WATKINS

TELEPHONE

(918) 494-6868

FAX

(918) 491-6297

July 7, 1998

000002587790--3

-07/14/98-01022-014

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Division of Corporations  
409 East Gaines Street  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Articles of Incorporation of FAITH TRAINING CENTER, INC.

Dear Sir or Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation of FAITH TRAINING CENTER, INC. and a trust account check for \$70.00 for the cost of filing.

Please review the Articles and if they meet with your approval, file the same and return a copy to my office, conformed as of the date of filing.

If you have any questions, please do not hesitate to contact me. I am,

Sincerely yours,

Thomas J. Winters

TJW/pjb  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 21 AM 9:28

2/98-16172  
611

D. BROWN JAN 2 2 1999



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 16, 1998

THOMAS J WINTERS ESQUIRE  
2448 E 81 STREET STE 5900  
TULSA, OK 74137-4259

SUBJECT: FAITH TRAINING CENTER, INC.  
Ref. Number: W98000016172

We have received your document for FAITH TRAINING CENTER, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 098A00037851

ARTICLES OF INCORPORATION  
OF  
FAITH TRAINING CENTER, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 21 AM 9:28

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, residents and citizens of the United States of America, of full age of majority, have for the purpose of forming a nonprofit religious corporation pursuant to the laws of the State of FLORIDA, for the purposes expressed in ARTICLE III hereof, adopted the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be FAITH TRAINING CENTER, INC., and its duration is to be perpetual.

ARTICLE II

The name and address of the Registered Agent of the corporation in the State of Florida is Luiz A. Cerqueira, 3380 Fred George Rd. #303, City of Tallahassee, County of Leon, State of Florida, 32303. His signature, infra at page ten, indicates his acceptance of this designation. The address of the corporations Registered and Principal Office in the State of Florida is 698 Barrington Circle, City of Winter Springs, County of Casselberry, 32708.

ARTICLE III

This nonprofit corporation is organized and operated exclusively for the religious purposes of a church within the

meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America.

In furtherance of its nonprofit, tax-exempt purposes, the corporation shall have the following powers and authority; however, the corporation shall not be empowered, and is prohibited from, engaging in any activity which is not allowed pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America:

(a) To operate under the name as set forth in ARTICLE I above;

(b) To employ qualified counsel and other necessary personnel to carry out the purposes of this corporation;

(c) To adopt and use a corporate seal;

(d) To earnestly seek and promote the unity of God's people and churches in a Scriptural manner of Godly love, respect and faithful voluntary cooperation with liberty. To that end it may associate and cooperate freely with other churches and with missionary organizations and branches; as a free and independent fellowship body in accord with its own conscience and the wisdom of God, as the corporation perceives it to be, but in every case and in every act and in pursuance of or adoption of any policy or method or in practice or association does and shall do so as a free church, always

retaining its sovereignty and independence, and in no case whatsoever as an act of subjection nor precedent or amenability nor as an active or passive or implied affiliation nor in any way as relinquishing its perpetual legal independence and sovereignty as a church.

(e) To receive tithes, offerings and property by gift, devise or bequest subject to the laws relating to the transfer of property by gift or will.

(f) To take, purchase or otherwise acquire; to own, hold, occupy, use, and enjoy; manage, improve, develop and work; to grant, sell, exchange, let, demise, and otherwise dispose of real estate, buildings, and improvements and every right, interest and estate therein without limit as to the amount thereof and wheresoever the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management or control of any buildings, improvements or structures of any kind wherever the

same may be situated.

(g) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferable interests.

(h) To purchase or otherwise acquire, to own, hold, use and enjoy, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof and wheresoever the same may be situated.

(i) To borrow and to loan money and to give and to receive evidence of indebtedness and security therefore; to draw, make, accept, endorse, execute and issue promissory notes, warrants and other debentures of the corporation, or otherwise to make guarantees of every kind and secure any or all obligations of the corporation by mortgage, trust deed or otherwise.

(j) By its Board of Trustees to appoint such officers and employees as may be decreed proper; define their authority and duties; fix their compensation; require bonds of such of them as it

deems advisable and fix the penalty thereof; dismiss such officers or employees, or any thereof for any good reason and appoint others to fill their places;

(k) To adopt Bylaws regulating and providing for:

(1) A definite and distinct ecclesiastical government;

(2) A formal code of doctrine and discipline;

(3) A congregational membership;

(4) An organization of ordained ministers ministering to the congregation;

(5) A system of ordaining ministers after completing prescribed courses of study;

(6) A literature of the church;

(7) Regular religious services;

(8) Sunday Schools and seminars for the instruction of young and old;

(9) Schools for the preparation of its ministers;

(10) Schools for Christian education of children;

(l) To minister sacerdotal functions;

(m) To adopt and assume names in the furtherance of its nonprofit, tax-exempt purposes;

(n) To use any and all media, including but

not limited to print, television and radio, in the furtherance of its nonprofit, tax-exempt purposes;

(o) To provide a local place for Christian fellowship for those of like faith, where the Father God, Jesus, the Son of God, and the Holy Spirit, may be honored according to our full gospel testimony;

(p) To assume our share of the responsibility and the privilege of propagating the Gospel of Jesus Christ;

(q) To do any lawful act or activity for which non-profit corporations may be organized under the laws of this state and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America.

(r) To exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a religious organization as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America.

(s) The several clauses contained in this ARTICLE III shall be construed both as purposes and powers and the statements contained in each clause

shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. Notwithstanding any provisions of these Articles of Incorporation, the corporation shall NOT engage in any political activity proscribed by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America, nor shall any income or assets of the corporation inure to the benefit of any member, private individual or business entity.

#### ARTICLE V

This nonprofit corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

#### ARTICLE VI

The private property of the trustees and members of the congregation shall be non-assessable and shall not be subject to payment of any corporate debts, nor shall the trustees or members of the congregation become individually or corporately liable or responsible for any debts or liabilities of the corporation.

## ARTICLE VII

(a) 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 and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE III hereof.

(b) 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.

(c) 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 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 corresponding section of any future federal tax code.

(d) Upon 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, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of 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 VIII

These Articles may be amended at any regular meeting of the Board of Trustees, or at a special meeting called for that purpose, by a two-thirds (2/3) majority.

#### ARTICLE IX

The undersigned incorporators/directors shall act as the initial Board of Trustees until their successors shall have been duly qualified and elected. The Board shall not be less than three (3). The Trustees shall be elected yearly at the annual business meeting by the voting members.

DATED This 26 day of May, 1998.

INCORPORATORS

NAME

ADDRESS

LUIZ A. CERQUEIRA

FLDL# C626521014  
3380 Fred George Rd. #303  
Tallahassee, FL 32303

STATE OF FLORIDA )

County of LEON : ss.

On the date as first set above before me, the undersigned, a Notary Public in and for the said State, personally appeared LUIS A. CERQUEIRA, known to me to be the person whose name is subscribed to the within instrument, they being first duly sworn to, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have herewith set my hand and affixed my official seal the day and year in this certificate first above written.



Dudley Allen Harris, Jr.  
MY COMMISSION # CC679054 EXPIRES  
August 22, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

Dudley Allen Harris, Jr.  
Notary Public for FLORIDA  
Residing at TALL, FLA.  
My Commission Expires Aug 22, 2000

Roy Hicks  
ROY HICKS

P. O. Box 4113  
Lake San Marcos, CA 92069

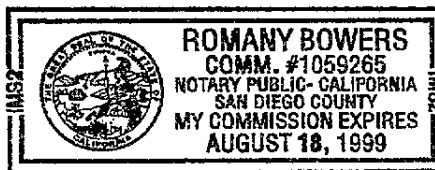
STATE OF CALIFORNIA )  
: ss.  
County of San Diego )

June 24, 1998

On the date ~~as first set above~~ before me, the undersigned, a Notary Public in and for the said State, personally appeared ROY HICKS, known to me to be the persons whose name is subscribed to the within instrument, they being first duly sworn to, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have herewith set my hand and affixed my official seal the day and year in this certificate first above written.

Romany Bowers  
Notary Public for CALIFORNIA  
Residing at 978 San Marcos Blvd San Marcos CA 92069  
My Commission Expires Aug 18, 1999



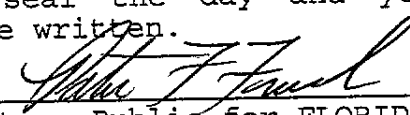
  
JANET DIPIETRO

P. O. Box 1403  
Goldenrod, FL 32733

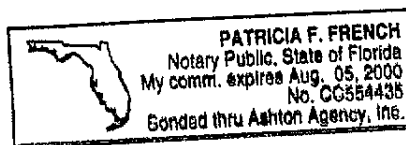
STATE OF FLORIDA                    )  
  : ss.  
County of Orange                    )

On the date as first set above before me, the undersigned, a Notary Public in and for the said State, personally appeared JANET DIPIETRO, known to me to be the person whose name is subscribed to the within instrument, they being first duly sworn to, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have herewith set my hand and affixed my official seal the day and year in this certificate first above written.

  
Notary Public for FLORIDA  
Residing at \_\_\_\_\_  
My Commission Expires Aug. 5, 2000  
June 15, 1998

PATRICIA F. FRENCH



FZDL 0136-420-51-924  
I - 11-22-89  
C - 11-24-2001

I hereby am familiar with and accept the duties and responsibilities as Registered Agent of FAITH TRAINING CENTER, INC. ---

  
Registered Agent LUIZ A. CERQUEIRA

FILED STATE  
SECRETARY OF CORPORATIONS  
99 JAN 21 AM 9:28

C:\WPD\FL\FILE.ART\CERQUEIRA.wpd  
5/15/98/pjb