

N99000000932

HODGES FINANCIAL SERVICES
250 S. CR 427, SUITE 116
LONGWOOD, FL 32750-5466

FEBRUARY 9, 1999

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 E. GAINES ST.
TALLAHASSEE, FL 32399

DEAR SIR:

ENCLOSED PLEASE FIND ARTICLES OF INCORPORATION FOR
BUILDING THE TEMPLE MINISTRIES, INC. ALONG WITH AN EXTRA
COPY WHICH WE WOULD LIKE RETURNED TO US AT HODGES
FINANCIAL SERVICES, 250 S. C.R. 427, SUITE 116, LONGWOOD
FL 32750-5466.

PLEASE NOTE THAT WE WOULD LIKE THE EFFECTIVE DATE OF THIS
CORPORATION IS TO BE FEBRUARY 5, 1999.

WE HAVE ENCLOSED A CHECK IN THE AMOUNT OF \$78.75 TO COVER
THE FILING FEE, CERTIFIED COPY, AND REGISTERED AGENT
DESIGNATION.

THANK YOU FOR YOUR PROMPT ATTENTION IN THIS MATTER.

SINCERELY YOURS,

George Hodges EA
GEORGE HODGES EA

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*****78.75 *****78.75

EFFECTIVE DATE
2-5-99

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ARTICLES OF INCORPORATION
OF
BUILDING THE TEMPLE MINISTRIES, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be:

BUILDING THE TEMPLE MINISTRIES, INC.

ARTICLE II

Principal place of business and mailing address

The principal place of business and the mailing address of this corporation shall be:

950 COBBLER COURT
LONGWOOD, FLORIDA 32750

The Board of Directors may from time to time move the principal office to any other address in Florida, and so notify the Secretary of State.

ARTICLE III

Purpose(s)

BUILDING THE TEMPLE MINISTRIES, INC. is organized to acknowledge and recognize the biblical truth that our body is God's temple; therefore, physical fitness is an obligation and not an option. Its objectives are to improve the physical health and lifestyles of Christian men and women through education and service.

BUILDING THE TEMPLE MINISTRIES, INC. is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section(s) of any future federal tax code.

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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The specific purposes of BUILDING THE TEMPLE MINISTRIES, INC. are:

1. To utilize the electronics media, through a weekly radio and/or television program on Christian or secular station(s), to promote a physical and spiritual balance in the lives of God's people.

2. To provide Fitness and Fellowship classes for extended periods focused on instructing, teaching and educating in a group setting the Christian person, regardless of age, economic status, race, creed or language. This program is a weekly group physical and spiritual exercise program.

3. To provide extended seminars (My Body...God's Temple) in a spiritual setting in places such as churches, the YMCA, hotels, Expo's, etc. throughout the U.S., Canada, the Caribbean and into the uttermost parts of the world as opportunity presents itself to teach a basic approach to improving physical and spiritual well being from the Biblical perspective.

ARTICLE IV

Manner of election of directors

The affairs of BUILDING THE TEMPLE MINISTRIES, INC. shall be conducted by the Board of Directors, which shall consist, initially, of three (3). The number of Directors may be increased or decreased from time to time, but shall never be less than three (3). Directors shall be appointed/elected in accordance with the provisions set forth in the By-laws.

The name and mailing address of the initial Directors:

JOSEPH A. CHRISTIANO
950 Cobbler Court
Longwood, FL 32750

LORI A. CHRISTIANO
950 Cobbler Court
Longwood, FL 32750

CLIFFORD R. BERRY, DVM
4700 Hillsborough Street
Raleigh, NC 27606

A Board of Elders may be appointed by the President with the advice and consent of the Board of Directors to advise the Board of Directors on matters that the Board may submit to them from time to time. The number(s) of these Elders and the specific manner of their selection and duration of service will be governed by the By-Laws.

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows: NONE

Additional powers of the corporation:

1. To qualify for grants available for nonprofit projects;

2. To only engage in activities that further its charitable, religious and educational purposes. It shall engage only in such activities as are permitted to be carried on by corporations whose income is exempt from taxation pursuant to Section 501(c)(3), and whose contributions are deductible pursuant to Section 170(c)(2), of the Internal Revenue Code or future revisions.

No part of the activities of the corporation shall be for 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.

No part of this corporation's net earnings or assets may inure to the benefit of any Director, officer or member, except for reasonable compensation for services actually rendered.

ARTICLE VI

Dissolution

If it is necessary or desirable to dissolve the corporation, the provisions of s.617.1402, s.617.1403, and s.617.1406 shall govern. The corporation may be dissolved by a unanimous vote of the full Board of Directors. In the event of such dissolution, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to such organization(s) organized and operated exclusively for charitable, religious and educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision(s) of any future United States Internal Revenue Code or Law. The Board of Directors shall determine to whom distribution will be made, but in any case no distribution may be made

to any organization not qualified under Section 501(c) (3) or as directed by a Judge in a Court of competent jurisdiction.

ARTICLE VII

Initial registered agent and street address

The name and the street address of the initial registered agent is:

GEORGE HODGES
250 CR-427 SOUTH, SUITE 116
LONGWOOD, FLORIDA 32750

ARTICLE VIII

Incorporators

The name and the street address of the incorporator for these articles of incorporation is:

GEORGE HODGES
250 CR-427 SOUTH, SUITE 116
LONGWOOD, FLORIDA 32750

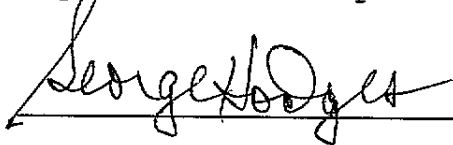
ARTICLE IX

Effective date

The effective date of the incorporation shall be February 5, 1999.

The undersigned incorporator has executed these Articles of Incorporation this 9th day of February, 1999.

Signature of Incorporator:



GEORGE HODGES

CERTIFICATE OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED 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.

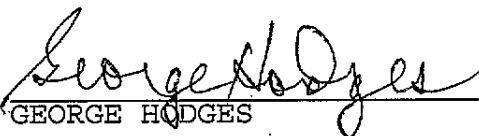
1. The name of the corporation is:

BUILDING THE TEMPLE MINISTRIES, INC.

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

GEORGE HODGES
250 CR-427 SOUTH, SUITE 116
LONGWOOD, FLORIDA 32750

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


GEORGE HODGES

2-9-99
(DATE)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA