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GOVERNMENT ATTORNEY
** ALSO ADMITTED TO PRACTICE IN TENNESSEE

March 5, 1999

Department of State
Division of Corporation
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

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-03/08/99--01116--011
****122.50 *****78.75

Re: Good News Ministries, Inc.

Dear Sir/Madam:

Enclosed are the original and one (1) executed copy of the proposed Articles of Incorporation for Good News Ministries, Inc., together with the original and one (1) copy of a Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process May Be Served. Please approve, file the originals, and return a certified copy to me.

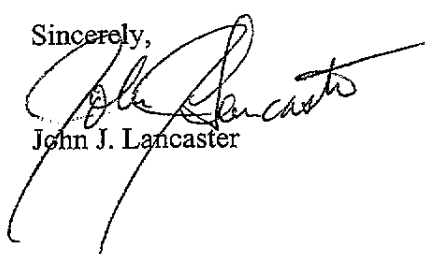
Also enclosed is my firm's check payable to you for your charges as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Filing registered agent's certificate	<u>35.00</u>
TOTAL	\$122.50

Thank you for your assistance in this matter.

Best personal regards.

Sincerely,


John J. Lancaster

JJL/sjp
Enclosures
cc: client

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WS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 11, 1999

CLARK & CAMPBELL, P.A.
P. O. BOX 6559
LAKELAND, FL 33807-6559

SUBJECT: GOOD NEWS MINISTRIES, INC.
Ref. Number: W99000005955

We have received your document for GOOD NEWS MINISTRIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 099A00011670

ARTICLES OF INCORPORATION
OF
GOOD NEWS MINISTRIES, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a Florida not for profit corporation on a non-stock basis under the provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE II: NAME AND ADDRESS

The name of this corporation is the GOOD NEWS MINISTRIES, INC. Its address is 2223 Ginger Way, Lakeland, Florida 33801.

ARTICLE III: PURPOSES

The general purposes for which this corporation is organized are exclusively religious and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Tax Code (the "Code"). Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on:

- (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Code; or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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 herein. No substantial part of the activities of the corporation shall be the carrying on or 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 or in opposition to any candidate for public office.

The corporation shall further function and operate as a Florida not for profit corporation specifically for the following purposes and with the following objectives:

The purpose and objective of this organization is to spread the Good News of the Lord Jesus Christ through holding church services and ministries for young children at public parks, on church property and on private property and assisting churches in their ministry to children, so the children may understand, recognize and believe the teachings of the Holy Bible and to apply these teachings in everyday life. This organization will be open to any interested person who professes belief in the teachings of the Lord Jesus Christ as taught by the Holy Bible.

The goal is to develop a three tier ministry of "Love 'em" - "Lead 'em" and "Learn' em". First, both through outreach and in-church ministry, we will introduce the children to the Love of God. Also through outreach and in-church ministry we will make sure that every child has an opportunity to know Jesus Christ as their personal savior. And finally, through in-church teaching we will disciple and grow the children in their faith, enabling them to face the difficulties in life from a Biblical perspective.

Additionally, the organization will provide ministry to families when it is seen as a need for a child's well being or spiritual development. This could include in-house ministry as well as street and prison ministry when needed.

ARTICLE IV: POWERS

The corporation shall have the power to:

1. Have succession by its corporate name for the period set forth in its articles of incorporation.
2. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

3. Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit."
4. Elect or appoint such officers and agents as its affairs shall require.
5. Adopt, change, amend and repeal By-Laws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
6. Increase by a vote of its members cast as the By-Laws may direct, the number of its directors, managers, or trustees so that the number shall not be less than three but may be any number in excess thereof.
7. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or any foreign country.
9. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
10. Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
11. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets.
12. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with,

shares and other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

13. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
14. Make donations for the public welfare or for religious, charitable, scientific, education, or other similar purposes.
15. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
16. Merge and consolidate with other corporations, both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE V: PROHIBITIONS AND REQUIREMENTS

At any time during which the corporation is a "private foundation" as defined in Section 509(a) of the Code, it shall not:

- (a) Engage in any act of "self-dealing" as defined in the Code Section 4941(d), which would give rise to any liability for tax imposed by the Code Section 4941(a);
- (b) Retain any "excess business holdings", as defined in the Code Section 4943(c), which would give rise to any liability for tax imposed by the Code Section 4943(a);
- (c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of the Code Section 4944, so as to give rise to any liability for tax imposed by the Code Section 4944(a);
- (d) Make any "taxable expenditures," as defined in the Code Section 4945(d), which would give rise to any liability for tax imposed by the Code Section 4945(a);
- (e) During the period it is a "private foundation" as defined in the Code Section 509, the corporation shall distribute, for the purposes specified in its articles of

organization, for each taxable year, amounts at least sufficient to avoid liability for tax imposed by the Code Section 4942(a).

ARTICLE VI: SCOPE OF OPERATIONS

The territory in which the operations of the corporation are principally to be conducted is the United States of America and its possessions.

ARTICLE VII: COMPENSATION AND DISTRIBUTION OF ASSETS ON DISSOLUTION

No officer or member of the board of Directors of the corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the corporation, except actual expenses to or on behalf of said corporation, if authorized by the board of directors. A director or officer may be an employee of the corporation and may receive a salary therefor.

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 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 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 such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII: LOCATION AND RESIDENT AGENT

The location of the corporation is in the City of Lakeland, County of Polk, State of Florida. Its principal office shall be located at 2223 Ginger Way, Lakeland, Florida 33801. The name and address of its initial Resident Agent in Florida is Gary Stirk, 2223 Ginger Way, Lakeland, Florida 33801.

ARTICLE IX: STOCKS AND ASSETS

This corporation is organized on a non-stock basis. The corporation possesses no assets as of this date.

ARTICLE X: INCORPORATOR

The name and street address of the incorporator(s) to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Gary Stirk	2223 Ginger Way Lakeland, Florida 33801
Martha Stirk	2223 Ginger Way Lakeland, Florida 33801

The incorporators of these Articles of Incorporation hereby assign to this corporation any and all of his rights to constitute a corporation.

ARTICLE XI: MEMBERSHIP

(a) Membership in this corporation shall be open to any interested person who professes belief in the teachings of the Lord Jesus Christ as taught by the Holy Bible.

(b) Only members in good standing of the corporation as defined in the By-Laws shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

ARTICLE XII: OFFICERS

(a) The officers of this organization shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers as may be provided for in the By-Laws adopted by the corporation and as amended from time to time.

(b) The names of the persons who are to serve as officers of the corporation until the first annual meeting of the membership in accordance with the By-Laws are:

President/Treasurer

Gary Stirk

Vice-President/Secretary

Martha Stirk

(c) The officers shall be elected as provided for in the By-Laws adopted by the corporation and as amended from time to time.

ARTICLE XIII: BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the board of directors. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three nor more than five.

(a) The board of directors shall be members of the corporation.

(b) Members of the board of directors shall be elected and hold office in accordance with the By-Laws.

(c) The names and addresses of those who are to serve as the initial directors until the first annual meeting of the membership of the corporation are:

Gary Stirk

2223 Ginger Way
Lakeland, Florida 33801

Martha Stirk

2223 Ginger Way
Lakeland, Florida 33801

Sarah Dumas

1234 Reynolds Road
Lakeland, Florida 33801

ARTICLE XIV: AMENDMENT OF BY-LAWS

(a) The membership of this corporation may provide such By-Laws for the conduct of its business and carrying out of its purposes as they may deem necessary from time to time.

(b) The By-Laws may be amended as set forth in such By-Laws.

ARTICLE XV: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in accordance with Florida law in effect at the time. The procedure to amend the articles of incorporation is set forth in Section 617.1002, Florida Statutes (1998).

ARTICLE XVI: EXISTENCE

This corporation is to exist perpetually beginning with the execution of these Articles of Incorporation.

IN WITNESS WHEREOF, I, GARY STIRK and I, MARTHA STIRK, the undersigned subscribing incorporators have hereunto set my hand and seal this 18th day of March 1999, for the purpose of forming this not for profit corporation under the laws of the State of Florida.

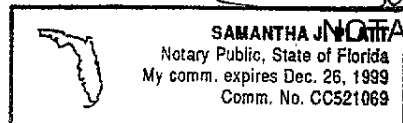

GARY STIRK


MARTHA STIRK

STATE OF FLORIDA
COUNTY OF POLK

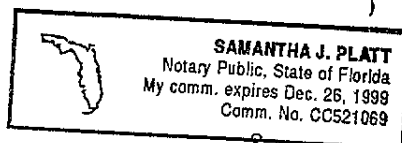
The foregoing instrument was acknowledged before me this 18th day of March, 1999, by GARY STIRK who is personally known to me or has produced FDL S362-292-48-419-0 as identification and did not take an oath.

STATE OF FLORIDA
COUNTY OF POLK



The foregoing instrument was acknowledged before me this 18th day of March, 1999, by MARTHA STIRK who is personally known to me or has produced FDL S362-548-49-711-0 as identification and did not take an oath.


NOTARY PUBLIC

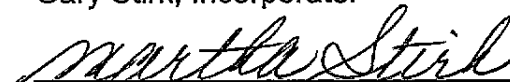


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That desiring to organize under the laws of the State of Florida, the corporation, with its principal office, as indicated in the Articles of Incorporation, at the city of Lakeland, County of Polk, State of Florida, has named Gary Stirk, located at 2223 Ginger Way, Lakeland, Polk County, Florida 33801, as its agent to accept service of process within this state.



Gary Stirk, Incorporator

Martha Stirk, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the appointment to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



GARY STIRK,
Registered Agent