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ATTORNEYS AND COUNSELLORS AT LAW

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April 14, 1999

Secretary of State  
Corporate Records Bureau  
Divisions of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

600002843796--4  
-04/19/99--01083--022  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Ambassadors of Reconciliation Evangelistic Teaching Ministries, Inc.

Gentlemen:

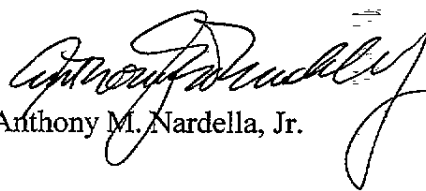
Enclosed please find an original and a copy of the Articles of Incorporation for the above referenced corporation.

Enclosed please also find our check no. 909 made payable to the Secretary of State in the sum of \$70.00 in order to defray your filing fee.

Please return a filed, stamped copy of the Articles of Incorporation to the undersigned at your earliest convenience.

If you have any questions, please feel free to contact the undersigned.

Very sincerely yours,

  
Anthony M. Nardella, Jr.

AMN//sh28  
Enclosures

FILED  
99 APR 19 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CP  
4-20-99  
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NO  
COPY

ARTICLES OF INCORPORATION

OF

AMBASSADORS OF RECONCILIATION EVANGELISTIC TEACHING MINISTRIES, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 617, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a not-for-profit corporation.

ARTICLE I

The name of the corporation ("corporation") is AMBASSADORS OF RECONCILIATION EVANGELISTIC TEACHING MINISTRIES, INC.

ARTICLE II

The existence of the corporation shall begin immediately upon filing with the Florida Department of State.

ARTICLE III

The corporation is formed for the general purpose of spreading the good news that Jesus Christ is Lord throughout the world. The corporation shall operate exclusively for such religious, charitable and educational purposes as qualify it as a nonprofit, tax-exempt organization under federal and state law. The corporation is authorized to establish churches, ordain ministers, send missionaries, and take such other and further actions which are deemed by the board of directors to be in furtherance of the purposes herein stated.

ARTICLE IV

The street address of the principal office of the corporation is 3707 Pembroke Drive, Orlando, Florida 32810.

ARTICLE V

The initial street address of the corporation's registered office is 3707 Pembroke Drive, Orlando, Florida 32810. The initial registered agent for the corporation at that address is Byron J. Shorter.

ARTICLE VI

The initial board of directors shall consist of three (3) members. The number of directors may be either increased or diminished from time to time as provided in the bylaws provided that at no time shall the number of directors ever be less than three (3). The name and address of the persons who will serve on the initial board of directors are:

Name	Address
Byron J. Shorter	3707 Pembroke Drive, Orlando, Florida 32810
Earnest C. Williams	3803 N.E. 11 <sup>th</sup> Terrace, Gainesville, Florida 32609
Keith McCauley	806 Sandpiper Avenue, New Smyrna Beach, Florida 32169

#### ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
Byron J. Shorter	3707 Pembroke Drive, Orlando, Florida 32810

#### ARTICLE VIII

The members of the corporation shall be the directors and such other persons admitted to membership as regulated by the bylaws.

#### ARTICLE IX

Notwithstanding the provisions of Article III hereinabove, nothing herein shall be construed to permit the corporation to engage in any activity which would be inconsistent with its classification as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time. As such, the corporation shall not allow any expenditure of any part of the net earnings of the corporation to inure to the benefit of any member, director, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), nor shall any member, director, or officer of the corporation, or any private individual, be entitled to share in a distribution of the corporation's assets on dissolution of the corporation nor shall a substantial part of the activities of the corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. Provided, further, that if at any time the corporation is deemed to be a Private Foundation as defined by Section 509 of the Internal Revenue Code of 1986 as amended from time to time, then for so long as the corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
2. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

4. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE X

The corporation shall have all the powers, rights, and privileges of a corporation not for profit under Florida law. The powers of the directors shall be limited to carrying out the directives of the members of the corporation and the pastoral staff as regulated by the bylaws.

#### ARTICLE XI

To regulate the provisions of these articles of incorporation, the members of the corporation shall adopt bylaws.

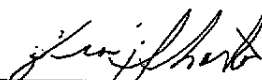
#### ARTICLE XII

These articles of incorporation may be amended by the members of the corporation, providing any amendment is prepared and announced as regulated by the bylaws.

#### ARTICLE XIII


Upon the liquidation, dissolution or the winding up of the affairs of the corporation, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which are then qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of April, 1999.

  
Name: Byron J. Shorter

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AMBASSADORS OF RECONCILIATION EVANGELISTIC TEACHING MINISTRIES, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 617.0501(3).

  
Name: Byron J. Shorter

Date: April 15, 1999

FILED  
APR 19 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA