

N 99000003819

FIRST INVESTORS TITLE SERVICES, INC.

4100 North Miami Avenue, Suite 103
Miami, Florida 33127

Telephone (305) 573-0075
Fax (305) 573-0097

June 15, 1999

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*****70.00 *****70.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

In re: New Corporation
Disciples Ministry, Inc.

Dear Sir/Madam:

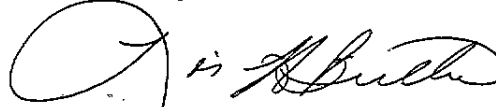
Enclosed please find:

- 1) Articles of Incorporation on Disciples Ministry, Inc. in duplicate.
- 2) Our check in the amount of \$70.00 made payable to the Secretary of State
- 3) Self addressed stamped envelope.

Please send a stamped copy to our offices at your earliest convenience.

Thank you.

Sincerely,


Lois H. Butler

99 JUN 18 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 6/22/99

ARTICLES OF INCORPORATION
OF
DISCIPLES MINISTRY, INC.

99 JUN 18 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together for the purpose of forming a non-profit corporation, under the laws of the State of Florida, and under Chapter 617, Florida Statutes, as amended, and adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

DISCIPLES MINISTRY, INC.

ARTICLE II

The corporation shall be located and have its principal office at: Suite 104 at 4100 N. Miami Avenue Miami, Florida 33127.

ARTICLE III

The general nature of the corporation and the objects and purposes to be transacted and carried on are, to do any and all of the things herein mentioned, as fully and to do the same extent as natural persons might or could do, viz:

A. To provide high quality educational programs and services to the ministry in order to promote awareness, understanding and increase basic working knowledge so that individuals in the ministry area will be able to cope with our ever changing complex working environment;

B. To provide support materials, books, filing and other written and visual materials to supplement the educational programs;

C. To provide concise and explicit methods of issue identification and problem solution to increase personal inter-relationships.

D. Have succession by its corporate name for the period set forth in its Articles of Incorporation;

E. Sue and be sued and appear and defend in all actions and proceedings its corporate name to the extent as a natural person;

F. 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";

G. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation as the By-Laws from time to time prescribe;

H. 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;

I. 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 (3), but may be any number in excess thereof;

J. 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;

K. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted herein in any state, territory, district, or possession of the United States or any foreign country;

L. 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;

M. Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein;

N. Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

O. 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 interests 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;

P. 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;

Q. Make donations for the public welfare or for religious, charitable, scientific, education or other similar purposes; and

R. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

ARTICLE IV

The term of existence of this corporation shall be perpetual.

ARTICLE V

The membership of this corporation shall be open to all citizens of the United States who are eighteen (18) years of age or over, possess good character, as well as other non-profit corporations; domestic or foreign and foundations, public or private. Membership shall be granted upon application to and approval by the Board of Directors.

ARTICLE VI

The names and addresses of the subscribers, as well as the initial Board of Directors who shall serve as such until the first election thereof, are as follows:

Harry Rigaud
Suite 104
4100 N. Miami Avenue
Miami, Florida 33127

Ginette Toussant
Suite 104
4100 N. Miami Avenue
Miami, Florida 33127

Jon C. Hall
Suite 103
4100 N. Miami Avenue

Miami, Florida 33127

ARTICLE VII

The management of the affairs of this corporation shall be vested in a Board of Directors comprised of at least three (3) members with the President being selected from the

Directors and also becoming automatically the Chairman. All member selected shall be in good standing at the time of their election.

ARTICLE VIII

The names of the officers who are to manage the affairs of the corporation until the first meeting and election under this Charter are as follows:

President	-Harry Rigaud
Vice President	-none
Secretary-Treasurer	-Ginette Toussant

All officers shall be elected by the majority vote of the members in good standing present at each June meeting. Officers shall serve from July 1st through June 30th of each year.

ARTICLE IX

The territory in which the corporation's operations are principally to be conducted is within the Dade, Broward and Palm Beach County area in Florida and as expanded throughout the State of Florida.

ARTICLE X

Amendments of these Articles of Incorporation or By-Laws of the corporation may be made at any meeting of this corporation; provided, that such amendments are approved by a majority of the voting members present and voting at such meeting.

ARTICLE XI

The corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would:

- (a) prevent it from obtaining exemption from Federal Income Taxation as a corporation described in Section 501(C) (3) of the Internal Revenue Code of 1954; or
- (b) cause it to lose such exempt status.

ARTICLE XII

The amount of the yearly dues payable by the members shall be such amount as may be determined from time to time by the members, but never less than TEN (\$10.00) DOLLARS per annum.

ARTICLE XIII

The Registered Agent to accept service of process within this state of said corporation shall be Harry Rigaud, located at Suite 104 at 4100 N. Miami Avenue Miami, Florida 33127.

ARTICLE XIV

Upon the dissolution of the Corporation, any assets remaining thereafter shall be conveyed to such organization or organizations as shall be selected by the affirmative of the majority of the Members entitled to vote in respect thereof, provided, however, that such organization or organizations shall be exempt under Section 501 (C) (3) of the Internal Revenue Code.

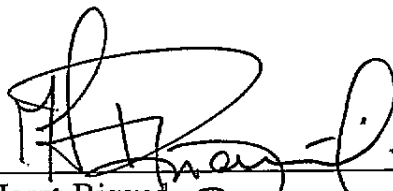
ARTICLE XV

The corporation shall indemnify any and all persons who may serve or have served at any time as Directors or Officers, or who, at the request of the Board of Directors or Members of the Corporation, may serve as directors or officers of another corporation in which the Corporation at such time may own shares of stock or of which it was or may be a creditor,

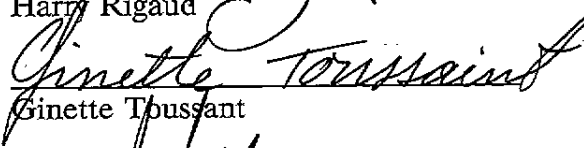
and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties or a party, or which may be asserted against them, or any of them, by reason of being or having been Directors or Officers of the Corporation, or of such other corporation, except in relation to matters as to which any such Director or Officer shall be adjudged in any action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, By-Law, agreement, vote of Members, or otherwise.

The private property of the Members shall not be subject to the payment of the corporate debts in any extent whatever.

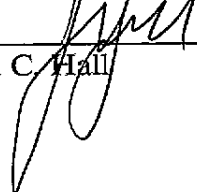
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ~~5~~ day of June, 1999.



Harry Rigaud



Ginette Toussaint



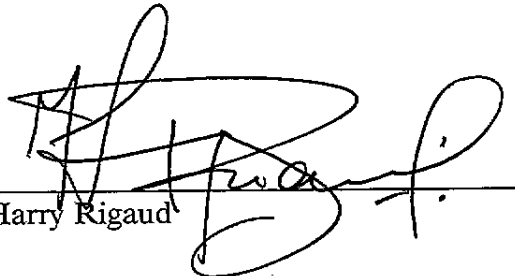
Jon C. Hall

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99 JUN 18 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE DISCHARGE OF ITS DUTIES.

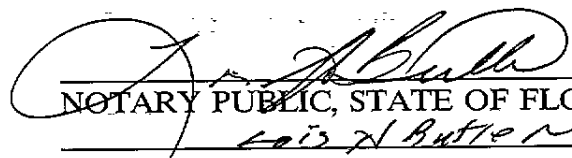
Dated this 5th day of June, 1999.


Harry Rigaud

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Harry Rigaud, Ginette Toussant and Jon C. Hall to me and known by me to be the persons, who as Incorporators, executed the foregoing Articles of Incorporation of DISCIPLES MINISTRY, INC. they acknowledged before me that they executed those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this day of jUNE, 1999. ^{15th}


NOTARY PUBLIC, STATE OF FLORIDA

Lois H. Butler
Printed Notary Signature

My Commission Expires:

