

TRANSMITTAL LETTER

N99000004510

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

500002938245--8
-07/22/99--01025--020
****122.00 *****78.75

SUBJECT: THE UPPER ROOM OF PRAYER OUT REACH MINISTRY INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- \$70.00
Filing Fee
- \$78.75
Filing Fee
& Certificate
- \$122.50
Filing Fee
& Certified Copy
- \$131.25
Filing Fee,
Certified Copy
& Certificate

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99 JUL 22 PM 6:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: ENED MICKLE WHITE
Name (Printed or typed)

6300 SW 3RD CT.
Address

MIRAMAR FL. 33023
City, State & Zip

954-894-2659
Daytime Telephone number

C. GALLMON-CASE JUL 28 1999

NOTE: Please provide the original and one copy of the articles.

ARTICLE OF INCORPORATION
OF
THE UPPER ROOM OF PRAYER OUT REACH MINISTRY INC.

The undersigned, acting as Incorporator of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is THE UPPER ROOM OF PRAYER OUT REACH MINISTRY INC.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501©(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious educational and charitable purposes, within the meaning of Section 501©(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the by-laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or financial gain of its directors or officers except as permitted under the Not for Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the

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corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the caring on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious scientific testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501©(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter amended, or 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 as by the court of common pleas 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 IV

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

ARTICLE V

The initial street address in the state of Florida of the initial registered office of the Corporation is 6300 SW 3rd CT Miramar, FL 33023, and the name of the initial registered agent at such address is Enid Micklewhite.

ARTICLE VI

The territory in which the operations of the corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII

The initial board of directors shall consist of at least (3) members, who need not be residents of the state of Florida.

ARTICLE VIII

The names and addresses of the persons who shall serve as directors, appointed by the members, until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Enid Micklewhite
6300 SW 3rd CT
Miramar, Florida 33023

Patrick Micklewhite
6300 SW 3rd CT
Miramar, Florida 33023

Candy Hannan
6300 SW 3rd CT
Miramar, Florida 33023

ARTICLE IX

The name and address of the initial Incorporator is as follows:

Enid Micklewhite
6300 SW 3rd CT
Miramar, Florida 33023


IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Miramar, Florida, Broward County, on this 4 day of July, 1999


Enid Micklewhite

STATE OF FLORIDE
COUNTY OF BROWARD

The foregoing instrument was acknowledge before me this 4 day of July, 1999.




Notary Public
State of Florida
My Commission Expires: Sep 21/2001

CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE SERVICE OF
PROCESS IN THIS STATE
FLORIDA

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SECRETARY OF
TALLAHASSEE, FLORIDA

The following is submitted in compliance with law. The Upper Room Of Prayer Outreach Ministry a not- for- profit corporation organizing under the laws of the State of Florida with its principal office located at 6300 3rd CT ., Miramar, Florida 33023, hereby designates Enid Micklewhite, as its agent at that address to accept service of process within this state.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to put my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Enid Micklewhite
Enid Micklewhite

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared Enid Micklewhite, who , after being duly sworn, deposes and says that the facts and matters contained above are true and correct and that she has executed the same for the purpose expressed therein .

WITNESS my hand and official seal in the County and State last aforesaid this 4 day of July, 1999.



MICHAEL DOWNER
COMMISSION # CC 681954
EXPIRES SEP 21, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Michael Downer

Notary Public
State of Florida
Commission Expires:

sep 21/2001