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July 9, 1999

Office of the Secretary of State
The Capitol
Tallahassee, FL 32301

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-07/20/99--01040--014
*****78.75 *****78.75

Re: JESUS IS!, MINISTRIES, II, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation with regard to the above corporation.

Also enclosed is my check in the amount of \$78.75, payable to the Department of State, representing \$35.00 filing fee, \$35.00 registered agent fee, and \$8.75 for a certificate under seal for the Articles of Incorporation.

Thank you for your assistance and cooperation in this matter. Should you have any comments or questions, please feel free to contact me.

Sincerely,

Deborah L. Smith

Deborah L. Smith

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enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 27, 1999

DEBORAH L. SMITH
1402 MINERAL CT.
HERNANDO, FL 34442

SUBJECT: JESUS IS ! MINISTRIES, II, INC.
Ref. Number: W99000017338

We have received your document for JESUS IS ! MINISTRIES, II, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

You must list the corporation's principal office and/or a mailing address in the document.

Please give the address for the officers.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 599A00038299

ARTICLES OF INCORPORATION
OF
JESUS IS ! MINISTRIES, II, INC.

The undersigned, acting as incorporators of a not for profit corporation under the Laws of the State of Florida, adopt the following of such corporation.

ARTICLE I

The name of the Corporation is: JESUS IS! MINISTRIES, II, INC.

ARTICLE II

The period of it's duration is perpetual.

ARTICLE III

The location and mailing address of the Corporation's initial registered office in Florida is:

1402 Mineral Court
Hernando, Florida 34442

The initial registered agent at the registered office is:

FRANK BOWER, JR.

The corporation's principal office and mailing address is:

Post Office Box 640935
Beverly Hills, Florida 34464-0935

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TALLAHASSEE, FLORIDA

ARTICLE IV

A. The purpose for which the corporation is organized is to be non-profit religious Corporation.

B. The purpose for which this corporation is to be formed is the support of full gospel worship and the spreading of the full gospel message of our Lord and Savior, Jesus Christ, and the carrying on of activities and performing of such services as are ordinarily carried on and performed by religious organizations of the Protestant Christian Faith; to carry on religious services, prayer meetings and general services of worship; to carry on and conduct schools and classes for the study of the Bible; to produce and distribute programs for radio and television for the purpose of spreading the full gospel message; to ordain workers of ministers; to perform Wedding Ceremonies; and to generally do all and everything usually and necessarily done by similar religious organizations.

C. In order to accomplish the objects and purposes set forth in Paragraph B. Above, the said corporation shall have authority to perform all such acts as are necessary and proper which are not repugnant to law; and; without limiting to enlarging this grant of authority, it is hereby specifically provided that this corporation shall have authority:

- (1) To have a corporate seal and to alter the same at pleasure, but failure to affix a seal shall not affect the validity of any instrument;
- (2) To continue as a corporation for the time limited in its Articles of Incorporation;
- (3) To contract, sue, and to be sued in its corporate name;
- (4) To acquire in any legal manner and to hold, sell, dispose of, lease, pledge, mortgage, of otherwise alienate or encumber any property, moveable or immovable, corporeal or incorporeal, subject to any limitation prescribed by law, or these articles;
- (5) To acquire in any legal manner and to hold, sell, dispose of, pledge, mortgage, or

otherwise alienate to encumber the shares, bonds, debentures, and other securities or evidences of indebtedness, or franchise and rights of any other corporation, domestic or foreign, subject to the limitations contained in the articles; and in relation thereto to exercise all the rights, powers and privileges of ownership, including the right to vote on any shares of stock of any other corporation;

- (6) To conduct the operation of a church of churches in this State and elsewhere, as may be permitted by law;
- (7) To appoint such officers and agents as the business of the corporation may require;
- (8) To borrow money and to issue, sell, pledge, or otherwise dispose of, its bonds, debentures, promissory notes, bills of exchange and other obligations and evidenced of indebtedness, and to secure the same by mortgage, pledge, or other hypothecation of any kind of property;
- (9) To make by-laws, not inconsistent with the laws of this State or with the articles, fixing or changing the number of its directors, for the management of its affairs, and for the regulation and government of its affairs;
- (10) To receive property by gift, devise, to bequest, subject to the laws regulating the transfer of property by will, and to otherwise acquire and hold all property, real or personal, including shares of stock, bonds, and securities of other corporations;
- (11) To act as trustee under any trust incidental to the principal objects of this corporation, and to receive, hold, administer and expend funds and property subject to such trust;
- (12) To convey, exchange, lease, mortgage, encumber, transfer, or otherwise to dispose of all property real or personal, in accordance with the by-laws of this Charter and to

borrow money and to contract debts;

(13) To do all other acts necessary and expedient for the administration of the affairs and attainment of the purposes of the corporation.

ARTICLE V

Membership in this organization shall be open to all who are approved and adhere to the principals and qualifications as set forth by the Board of Directors and the By-laws of the Corporation.

ARTICLE VI

The annual membership meeting of this organization shall be held on the 15th day of April each and every year except if such day be a legal holiday then and in that event the Board of Directors shall fix the day, but it shall not be more than two weeks from the date fixed by the By-laws. The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting.

Regular meetings of this organization shall be held April 15th of each year.

Special meetings of this Corporation may be called by the President when he deems it for the best interest of the corporation. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership rollbook at least five, but not more than ten days, before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

No other business, but that specified in the notice, may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE VII

At all meetings all votes shall be viva voce except that by unanimous decision of the Board of Directors a special concealed ballot may be called for the issue under consideration.

All voting and or elections shall be in accordance to the By-laws of the Corporation.

ARTICLE VIII

BOARD OF DIRECTORS

The business of this corporation shall be managed by a Board of Directors consisting of the officers of this organization and other persons selected by unanimous decision of the existing Board of Directors. At least one of the directors shall be a resident of the State of Florida and a citizen of the United States.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization and they shall serve for a term of one year.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Two (2) of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the 15th day of April of each year.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the corporation, by virtue of his office, shall be Chairman of the Board of Directors. The Board of Directors shall select from one of their number a secretary.

A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A Director may be represented by counsel upon any removal hearing. The Board of Directors shall be subject to the provisions of the By-laws of the Corporation.

ARTICLE IX

OFFICERS

THE OFFICERS (DIRECTORS) OF THE CORPORATION SHALL BE AS FOLLOWS;

PRESIDENT FRANK BOWER, JR., PO Box 640935, Beverly Hills, Florida 34464

VICE PRESIDENT: TINA BOWER, JR., PO Box 640935, Beverly Hills, Florida 34464

SECRETARY: DEBORAH SMITH, PO Box 640935, Beverly Hills, Florida 34464

TREASURER: DEBORAH SMITH, PO Box 640935, Beverly Hills, Florida 34464

CORPORATE PRESIDENT:

The president shall preside at all membership meetings, He shall, by virtue of his office, be Chairman of the Board of Directors.

The President shall remain in office for the duration of his lifetime.

He shall present at each annual meeting of the corporation annual report of the work of the corporation.

He shall appoint all committees, temporary or permanent.

He shall see all books, reports, correspondence and certificates as required by law are

properly maintained or filed.

He shall be one of the officers who may sign the checks or drafts of the corporation in accordance with the by-laws.

He shall have such powers as may be reasonably construed as belonging to the chief executive of any corporation.

CORPORATE VICE PRESIDENT:

The Vice President shall in the event of the absence of the inability of the President to exercise his office become acting President of the Corporation with all the rights, privileges and powers as if he had been the duly appointed President.

CORPORATE SECRETARY:

The Secretary shall keep the minutes and records of the Corporation in appropriate books.

It shall be his/her duty to file any certificate required by any statute, Federal or State.

He/She shall give and serve all notices to members of this Corporation.

He/She shall be the official custodian of the records and seal of this Corporation.

He/She shall be one of the officers who may sign the checks and drafts of the Corporation.

He/She shall submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of the Corporation.

He/She shall, in the event of the absence of the Treasurer, assume the responsibility of the Treasurer until the return of the Treasurer.

He/She shall attend to all correspondence of the Corporation and shall exercise all duties incident to the office of Secretary.

CORPORATE TREASURER:

The Treasurer shall have the care and custody of all monies belonging to the Corporation and

shall be solely responsible for such monies of securities of the Corporation. He/She shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$5,000.00 and the balance of the funds of the Corporation shall be deposited in a savings bank except that the Board of Directors, in accordance to the By-Laws, may cause such funds to be invested in such investments as shall be legal for a savings bank in the State of Florida.

No checks or drafts shall be drawn on the savings account except for the purpose of transferring funds to the Corporate Checking Account. In excess of \$5,000.00 may be deposited into the Corporate Checking Account, if necessary, to be expended within 30 days.

He/She shall be one of the officers who may sign checks or drafts of the Corporation. No special fund may be set aside that would permit evasion of the requirements for the signing of checks or drafts as outlined in the By-Laws.

He/She shall render at stated periods, as the Board of Directors shall determine, a written account to the Finances of the Corporation, and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

He/She shall exercise all duties incident to the office of Treasurer.

Officers shall, by virtue of their office, be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation from the Corporation for duties other than as a director or officer.

The signing of Checks and/or Drafts and the expenditure of funds shall be in accordance with the By-Laws of the Corporation.

ARTICLE X

SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which

they, in their discretion, may determine to be necessary in the conduct of the business of the Corporation.

ARTICLE XI

All committees of this corporation shall be appointed by the President and their term of office shall be for a period of 12 months or less if so determined by the President.

ARTICLE XII

DUES

THIS CORPORATION SHALL HAVE NO DUES.

ARTICLE XIII

REGISTERED AGENT

DESIGNATION:

FRANK BOWER, JR, having his office at 1402 Mineral Court, Hernando, Florida 34442, is hereby appointed as the Registered Agent of this Corporation.

ACCEPTANCE:

I, FRANK BOWER, JR, do hereby accept the appointment to and the responsibilities of the office of Registered Agent of JESUS IS! Ministries, II, Inc.

A handwritten signature in black ink, appearing to be 'F. Bower', written over a horizontal line.

REGISTERED AGENT


ARTICLE XIV

These Articles of Incorporation may be altered, amended, repealed or added to by any an affirmative vote of not less than a majority of the Board of Directors. The President reserves the

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right to veto any and or all alterations, amendments, repeals or additions to the Articles of Incorporation or the By-Laws of the Corporations. The President's decisions supersede the decisions of the Board of Directors.

DATED THIS 6th DAY OF August, 1999


PRESIDENT

Deborah H. Smith
SECRETARY

Tina M. Bower
VICE PRESIDENT

Deborah H. Smith
TREASURER

STATE OF FLORIDA
COUNTY OF CITRUS

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED
Frank Bower, Tina M. Bower, Deborah H. Smith, AND

who is personally known to me or who has produced personally known to me as
identification and who did take an oath.

Print: Francis J. Hennessy

Signature: Francis J. Hennessy
Notary Public

State of Florida At Large

Commission Expires: 1.28.03

[Seal]

