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CLIENT/MATTER NUMBER
999400-0453

October 4, 1999

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

500003006855-8
-10/06/99-01035-013
*****78.75 *****78.75

Re: Lift Up Your Eyes, Inc. Incorporation Documents

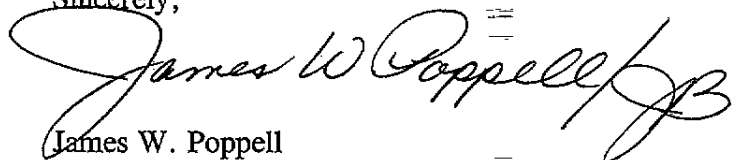
Dear Ladies and Gentlemen:

Here for filing with the State of Florida are the following Nonprofit Corporation documents for Lift Up Your Eyes, Inc.:

- Articles of Incorporation;
- Acceptance by Registered Agent;
- Unanimous Written Consent in Lieu of Organizational Meeting of the Board Directors of Lift Up Your Eyes, Inc.;
- Reservation of Corporate Name; and
- Check in the amount of \$78.75 made payable to the Secretary of State of Florida to cover the filing fee and a certified copy.

If you require any additional information, please do not hesitate to contact us.

Sincerely,


James W. Poppell

Enclosure(s)

cc: John Faison

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

LIFT UP YOUR EYES, INC.

(A Nonprofit Corporation)

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

Section 1.1 Name The name of the corporation is LIFT UP YOUR EYES, INC.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 9497 Valerie Street; Jacksonville, FL 32208.

Section 1.3 Mailing Address. The mailing address of the corporation is 9497 Valerie Street; Jacksonville, FL 32208.

ARTICLE II

DURATION

Section 2.1 Duration. The duration of the corporation is perpetual.

ARTICLE III

PURPOSES

Section 3.1 Purposes.

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person.

B. 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(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, the corporation is organized for the purpose of enhancing the ministry of missionaries, encouraging local churches and believers for mission-work, evangelizing the lost, promoting personal involvement in fulfilling the Great Commission, and to undertake such activities as will further the general purposes described herein.

C. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 **Election**. Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Section 4.2 **Number**. This corporation shall have 10 Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors.

Section 4.3 **Names and Addresses of First Members of the Board of Directors**. The names and addresses of the persons who are to serve as the initial Directors of the corporation until the election or appointment of their successors are as follows:

Name	Address
Gilbert Cloutier	5110 E. Janice Circle Jacksonville, FL 32205
Scott Lucas	4335 Dazet Court Jacksonville, FL 32210
Edwin O. Clements	10340 Shady Crest Lane Jacksonville, FL 32220
Abdi Ramirez	8174 Devoe Street Jacksonville, FL 32220
Marisol Ramirez	8174 Devoe Street Jacksonville, FL 32220
Roger B. Stark	4232 Garibaldi Avenue Jacksonville, FL 32210
Rick Baldwin	1934 Del Ray Avenue Jacksonville, FL 32210
Deryle Adkison	8964 Old Plank Road Jacksonville, FL 32220

Name	Address
Gene Allen	7750 River Avenue Green Cove Springs, FL 32043
John Faison	9497 Valerie Street Jacksonville, FL 32208

Section 4.4 Executive Committee. The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate two (2) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

ARTICLE V

LIMITATIONS

Section 5.1 Limitations on Actions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles. No substantial part of the activities of the corporation shall be the carrying on of 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 any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

DISSOLUTION

Section 6.1 Dissolution. Upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a local or state 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 said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

Section 7.1 Name and Address. The street address of the initial registered office of this corporation is 8964 Old Plank Road, Jacksonville, FL 32220, and the name of the initial registered agent of this corporation at that address is Deryle Adkison.

ARTICLE VIII

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator(s) of the corporation are as follows:

Name	Address
John Faison	9497 Valerie Street Jacksonville, FL 32208


IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the ____ day of September, 1999.

John J. Faison
John Faison, Incorporator

Acknowledged before me on Sep 2, 1999, by John Faison, who

✓ is personally known to me
 produced _____ as identification, and who

executed the foregoing Articles of Incorporation and acknowledges to and before me that he executed said instrument for the purposes therein expressed.

 Cynthia Marie Cloutier
My Commission CC793477
Expires November 29, 2002

Cynthia M. Cloutier
NOTARY PUBLIC - STATE OF FLORIDA

Name: Cynthia M. Cloutier
Commission No.: CC793477
My Commission Expires: 11-29-2002

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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.



By: Deryle Adkison
Registered Agent

Date: September __, 1999