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LAW OFFICE
STUTSMAN & THAMES
PROFESSIONAL ASSOCIATION
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JACKSONVILLE, FLORIDA 32202

BRUCE E. STUTSMAN
RICHARD R. THAMES
NINA M. LAFLEUR
MARGARET M. BURNETT

October 15, 1999

TELEPHONE
904-358-4000
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Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

400003016624--9
-10/18/99--01067--008
****122.50 *****78.75

Re: First Coast Prison Invasion, Inc.;
Our File No.: 755.1475

Ladies and Gentlemen:

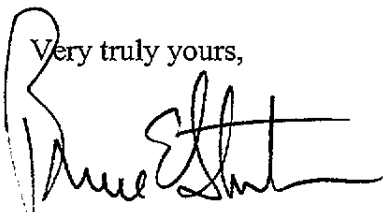
Enclosed for filing are the original and one copy of Articles of Incorporation of First Coast Prison Invasion, Inc., including the Certificate Designating Registered Agent and Registered Office attached thereto. Also enclosed is this firm's check in the amount of \$122.50 made payable to "Department of State," representing:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Fee for one certified copy	<u>52.50</u>
TOTAL:	<u>\$122.50</u>

We would appreciate your filing the original of the Articles of Incorporation in accordance with the usual procedure, and your returning to this office a certified copy of the Articles of Incorporation.


Please contact the undersigned if you have any questions concerning the enclosed items. Thank you very much for your assistance.

Very truly yours,


Bruce E. Stutsman

Enclosures

c: Gary P. Larson (w/ enclosures)


(10-21-99)
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ARTICLES OF INCORPORATION
OF
FIRST COAST PRISON INVASION, INC.

FILED
99 OCT 18 AM 7:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the corporation:

ARTICLE I - NAME

The name of the corporation is First Coast Prison Invasion, Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation shall be 928 Grace Terrace, Jacksonville, Florida 32205.

ARTICLE III - PURPOSES

A. This corporation is organized exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, without limitation, the conduct of outreach ministries to incarcerated prisoners; and to that end to receive, administer and distribute funds; to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property, and to invest, reinvest, or deal with the principal or income thereof in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the corporation, or any laws applicable thereto, to make distributions to organizations that qualify as exempt organizations 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 Code) (hereinafter referred to as "Section 501(c)(3)") and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended; and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors, officers or members except as permitted under the Florida Not For Profit Corporation Act and as permitted under Section 501(c)(3).

B. No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any other private individual (except that the

corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph A, above), and no member, director or 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 carrying 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.

C. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provision of any subsequent federal tax laws.

D. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

E. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

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

G. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

H. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any other activities not permitted to be conducted or carried on (1) by a corporation exempt from federal income tax under Section 501 (c)(3) and the Regulations thereunder as they now exist or as they may hereafter be amended, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

I. Upon the dissolution of the corporation, the Board of Directors shall, after payment or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the Fourth Judicial Circuit, in and for Duval County, Florida, 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 - QUALIFICATION OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as directors and such other persons as, from time to time hereafter, may become members, in the manner provided by the Bylaws.

ARTICLE V – DIRECTORS

Section 1. The corporation shall have 3 directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than three.

Section 2. The members of the Board of Directors shall be members of the corporation.

Section 3. The members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 4. The names and addresses of the persons who are to serve initially are:

Gary P. Larson
928 Grace Terrace
Jacksonville, Florida 32205

Craig S. Marlatt
8451 Amelia Trail
Kissimmee, Florida 34747

Charlene M. Sweat
7710 Mariner Drive
Jacksonville, Florida 32220

ARTICLE VI – NON-STOCK

This corporation is organized under a non-stock basis.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Bruce E. Stutsman, c/o Stutsman & Thames, P.A., 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202.

ARTICLE VIII - BYLAWS

Section 1. The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting or any special meeting of the Board of Directors called for that purpose.

ARTICLE IX - DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) (3) and Section 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

ARTICLE X - AMENDMENT

Upon proper notice, these Articles of Incorporation may be amended by a two-thirds vote of the members of the Board of Directors present at any regular meeting or any special meeting of the Board of Directors called for that purpose.

ARTICLE XI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent are Gary P. Larson, 928 Grace Terrace, Jacksonville, Florida 32205.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 15th day of OCTOBER, 1999, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



BRUCE E. STUTSMAN

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 15th day of October, 1999, by Bruce E. Stutsman, who is personally known to me and did not take an oath.

Connie C. Atkins
Print Name: Connie C. Atkins
Notary Public
State and County aforementioned
My commission expires:
Commission No.

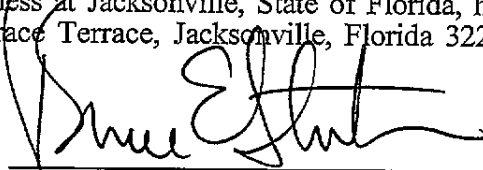


Connie C. Atkins
MY COMMISSION # CC818420 EXPIRES
April 4, 2003
BONDED THROUGH TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, First Coast Prison Invasion, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

That First Coast Prison Invasion, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Jacksonville, State of Florida, has named Gary P. Larson, whose street address is 928 Grace Terrace, Jacksonville, Florida 32205, as its agent to accept service of process within Florida.


Bruce E. Stutsman, Incorporator

Date: 10/15/99

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and is familiar with and accepts the obligations of the position as registered agent.


GARY P. LARSON

Date: 10/15/99

99 OCT 18 AM 7:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED