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FLORIDA NON-PROFIT CORPORATION

SOCIETY OF SAINT DISMAS, INC.

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**ARTICLES OF INCORPORATION
OF
SOCIETY OF SAINT DISMAS, INC.**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and hereby agrees and certifies as follows:

**ARTICLE I
NAME**

The name of this Corporation shall be SOCIETY OF SAINT DISMAS, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Corporation shall be 2055 Mercy Drive, Orlando, FL 32808-5629.

**ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence on the date these Articles of Incorporation are filed with the Florida Department of State, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE IV
PURPOSES AND GENERAL POWERS**

This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future United States Internal Revenue Law.) The primary purpose for which this Corporation is formed is to glorify God and His Son, Jesus Christ, by proclaiming through thought, word and deed the good news of the Kingdom of God in Jesus Christ.

This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation will not carry on any activities not permitted to be carried on by (1) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (26 U.S.C. §501(c)(3)) or under any corresponding provision of any future United States Internal Revenue Law, or (2) a corporation contributions to which are deductible under 170(c)(2) of the Internal Revenue Code

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of 1986 (26 U.S.C. §170 (c)(2)) or any corresponding provision of any future United States Internal Revenue Law.

ARTICLE V
MEMBERSHIP

The members of this not for profit Corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 2055 Mercy Drive, Orlando, FL 32808-5629, and the initial registered agent of the Corporation at that address shall be Frank Costantino. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The directors shall be elected and their number either increased or diminished from time to time as provided in the Bylaws. The names and street addresses of the initial directors of this Corporation are:

Rev. Frank Costantino
2055 Mercy Drive
Orlando, FL 32808-5629

Father Mike Grenier
720 North Orange Avenue
Orlando, FL 32801

Charles Brown
2055 Mercy Drive
Orlando, FL 32808-5629

Directors may be removed with or without cause.

ARTICLE VIII
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

Frank Costantino
2055 Mercy Drive
Orlando, FL 32808-5629

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ARTICLE IX
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except to the fullest extent possible under law.

ARTICLE XI
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE XII
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

ARTICLE XIII
EARNINGS, DISSOLUTION ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 Article IV hereof. 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 (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 (or the corresponding provision of any future United States Internal Revenue Law). Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment

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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, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision 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 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.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 17th day of Sept., 1999.



Frank Costantino

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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

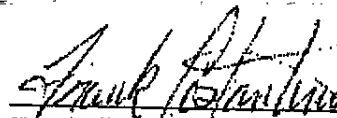
In compliance with Section 48.091, Florida Statutes, the following is submitted:

SOCIETY OF SAINT DISMAS, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office and principal place of business at 2055 Mercy Drive, Orlando, FL 32808 5629, has named and designated Frank Costantino as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 17th day of Sept., 1999.



Frank Costantino
Registered Agent

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