

N 99 000007451

M E M O R A N D U M

DATE: December 13, 1999
TO: Florida Department of State
Division of Corporations
FROM: Laveria Knowles
RE: Incorporation of the Non-Profit Entity
"Seed Time & Harvest Faith Ministry, Inc."

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed please find the appropriate fees and articles of incorporation for the non-profit entity "Seed Time & Harvest Faith Ministry, Inc.". The certificate of status should be forwarded to the mailing address of record:

- Seed Time & Harvest Faith Ministry, Inc.
- P.O. Box 20214
- West Palm Beach, Florida 33416-0214.

Should you have any questions regarding the above, please do not hesitate to contact me at (561) 968-5697.

ARTICLES OF INCORPORATION

Article I - NAME

The name of the corporation shall be:

Seed Time & Harvest Faith Ministry, Inc.

Article II - Principal Office

The principal place of business and mailing address of this corporation shall be:

Business Address

4961 Haverhill Commons Circle
Suite # 29
West Palm Beach, FL 33447

Mailing Address

P.O. Box 20214
West Palm Beach, FL 33416-0214

Article III - Purpose(s)

The specific purposes for which the corporation is organized are:

Said corporation is organized exclusively for religious and charitable purposes, including for such purposes, fellowship and worship; local, national and international outreach efforts; and church and community support initiatives.

Article IV - Number and Manner of Election of Directors

The number of directors of the Corporation shall be five (5), unless and until otherwise determined by vote of a majority of the entire Board of Directors. The number of Directors shall not be less than three (3), unless all of the outstanding shares are owned beneficially and of record by less than three shareholders, in which event the number of directors shall not be less than the number of shareholders permitted by statute.

Except as may otherwise be provided in the By-laws of the Corporation, the members of the Board of Directors of the Corporation, who need not be shareholders, shall be elected by a majority of the votes cast at a meeting of shareholders, by the holder of shares, present in person or by proxy, entitled to vote in the election.

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ARTICLES OF INCORPORATION (con't)

Article V - Covenants

No part of the net earnings shall 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 Three herein. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article VI - Distribution of Assets

Upon the dissolution of the corporation, assets shall be distributed for 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. 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 Agent and Street Address

The name and Florida street address of the initial registered agent are:

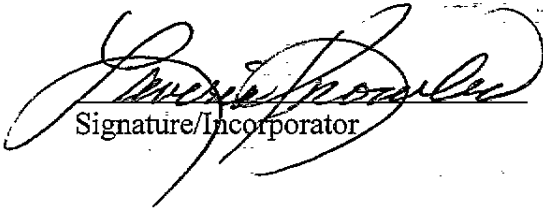
Roy McFadden
4961 Haverhill Commons Circle
Suite #29
West Palm Beach, Florida 33447

ARTICLES OF INCORPORATION (con't)

Article VIII - Incorporator

The name and address of the Incorporator of these Articles of Incorporation is:

Laveria Knowles
c/o Knowles & Knowles, Inc.
2800 Biscayne Boulevard, Suite 700
Miami, Florida 33137-4538


Signature/Incorporator

10/3/99
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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


Signature/Registered Agent

12-3-99
Date