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TALLAHASSEE, FLORIDA

**FLORIDA NON-PROFIT CORPORATION**

**OUR LORD HOUSE OF PRAYER OF THE APOSTLE FAITH,**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
OUR LORD HOUSE OF PRAYER OF THE APOSTLE FAITH, U.S.A., INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

Article 1- NAME

The name of the corporation is OUR LORD HOUSE OF PRAYER OF THE APOSTLE FAITH, U.S.A., INC.

Article 2- PURPOSE OF CORPORATION

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.

ARTICLE 3- PROHIBITIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to it's 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 Second hereof. No substantial part of the activities of the corporation shall be 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, 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, or the contributions to which are deductible under section 170 (c)(2) of the Internal revenue Code, or the corresponding section of any future federal tax code.

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ARTICLE 4- DIRECTORS

The Directors shall be elected by a majority vote of the Members of this Corporation.

ARTICLE 5- PRESIDENT

The initial President of the corporation shall be Elder Willie Whisby, Sr. whose address shall be the same as the principle office of the corporation.

ARTICLE 6- TERMS OF EXISTANCE

This corporation shall have perpetual existence.

ARTICLE 7- CAPITAL STOCK

This corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 8- QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 9- VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided by the By Laws of the Corporation.

ARTICLE 10- LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 11- REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this Corporation shall be 10207 NW 10th Avenue, Miami, Florida 33168 and the registered agent shall be Elder Willie Whisby, Sr.

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**H99000033495****ARTICLE 12- PRINCIPLE OFFICE**

The principle office for the Corporation shall be 1044 NW 54th Street, Miami, Florida 33127.

**ARTICLE 13- INCORPORATOR**

The name and address of the incorporator of this corporation is:

Elder Willie Whisby, Sr.  
10207 Northwest 10 Avenue  
Miami, Florida 33168

**ARTICLE 14- EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 16- AMENDMENT**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the

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Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law, public office, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators, and personal representatives of such persons.

#### ARTICLE 17- COVENANT NOT TO SUE

The Corporation agrees that it will never institute any action or suit at law or in equity against any director or officer of the Corporation, nor institute, prosecute, or in any way aid in the institution of prosecution of any claim, demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of any damage, loss or injury either to person or property, or both, whether developed or undeveloped, resulting or to result, known or unknown, past, present or future, arising out of a director or officer of the Corporation's service to the Corporation.

#### ARTICLE 18- DISSOLUTION

Upon 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 further federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principle 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.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 28th day of December, 1999

  
Elder Willie Whisby, Sr.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN ARTICLES OF INCORPORATION**

Elder Willie Whisby, Sr., having a business office identical with the registered office of the corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, in familiar with and accepts the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes.

  
Elder Willie Whisby, Sr.

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TALLAHASSEE, FLORIDA**H99000033495**