

Susan J. Williams, P.A.

A Professional Association

Attorney and Counselor at Law

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December 18, 2000

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

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Re: Brian Gregory Ministries

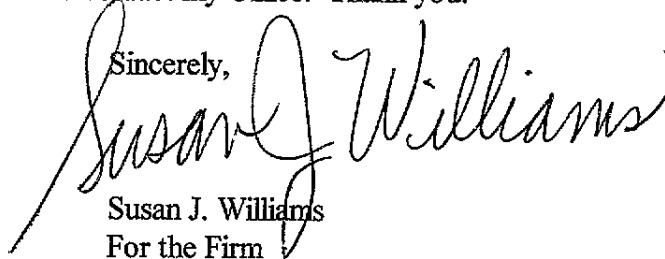
Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation to be filed in regards to the above-referenced Corporation. Also enclosed, please find our check #7553 in the amount of \$78.75 representing the filing fee costs of same.

Kindly file the Articles of Incorporation and return a certified copy to my Office in the envelope provided.

Your anticipated cooperation in this matter is greatly appreciated. If you should have any questions, please do not hesitate to contact my Office. Thank you.

Sincerely,


Susan J. Williams
For the Firm

SJW/cah
enclosure
cc: Pastor Brian Gregory

FILED
00 DEC 20 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
BRIAN GREGORY MINISTRIES, INC.**

FILED
00 DEC 20 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation under Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation shall be **BRIAN GREGORY MINISTRIES, INC.**

**ARTICLE II
STREET ADDRESS OF INITIAL PRINCIPAL OFFICE**

The street address for the Corporation is 5055 Babcock Street N.E. , #1-B, Palm Bay, Florida 32905.

ARTICLE III - PURPOSE

The purposes of the Corporation shall be for charitable religious and educational purposes to promote evangelism of the gospel of Jesus Christ through churches, the media, video, audio, books, tapes at both home and foreign missionary work by all proper means and through it to provide a Christian witness; and to encourage, promote and support worthy Christian causes as may be determined by the Board of Directors from time to time.

ARTICLE IV - DIRECTORS

The qualifications for directors and the manner of their selection and removal will be provided for in the by-laws. The method of election of directors will be provided for in the by-laws. The number constituting the initial Board of Directors of the Corporation is five (5), as stated in the by-laws, and are as follows:

1. Director/President: Brian J. Gregory, 715 Bistline Avenue, Longwood, Florida 32750.
2. Director/Vice President: Julie A. Gregory, 715 Bistline Avenue, Longwood, Florida 32750.
3. Director/Secretary: Margaret J. Gregory, 715 Bistline Avenue, Longwood, Florida 32750.

4. Director/Treasurer: James A. Gregory, 715 Bistine Avenue, Longwood, Florida 32750.

5. Director/Board Member: Clint S. Brown, 7601 Forrest City Road, Orlando, Florida 32860.

ARTICLE V - NO CAPITAL STOCK

The corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any Member, Director, Trustee, Officer, or individual. The balance, if any, of all moneys received by the Corporation from its operation, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purpose or purposes of the Corporation set forth in these Articles of Incorporation.

ARTICLE VI - DURATION

This Corporation shall have perpetual existence, commencing on the date of acceptance and filing of these Articles with the Secretary of State, Division of Corporations, of the State of Florida.

ARTICLE VII - NON-PROFIT STATUS

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 corresponding section of any further federal tax code. The Corporation may receive and administer funds for scientific, religious, educational and charitable purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue Code and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the 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 applicable laws, 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 of financial gain of its directors or officers except as permitted under the Not-for Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any

member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, 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.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 VIII - CORPORATE POWERS

The Corporation shall have and exercise all the powers authorized by law to be conferred upon or exercised by such a corporation, including those enumerated in Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE IX - CORPORATE ACTIVITIES

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code its Regulations as they now exist or as they may be amended, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted by any organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may be hereafter amended.

ARTICLE X - MEMBERS

The Corporation is a service corporation and shall have no members.

ARTICLE XI - ORGANIZATION EXCLUSIVELY FOR TAX-EXEMPT PURPOSES

Said Corporation is organized exclusively for charitable, religious, and educational 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

ARTICLE XII - PROHIBITIONS TO INSURE TAX-EXEMPT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers or other private persons, except that the Corporations 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 III hereof. 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 the 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 1954 (or 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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII - DISSOLUTION

In the event of the dissolution of this Corporation, all the business, property and assets of the Corporation shall go and be distributed as provided in the By Laws of the Corporation; and in the absence of such provision to such non-profit, religious corporation of like purposes as set forth in these Articles of Incorporation, as the Members of this Corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to Members, either for reimbursement of any sum subscribed, donated or contributed by such Members, or for any other purpose.

ARTICLE XIV - INDEMNIFICATION OF DIRECTORS AND OFFICERS

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. The Corporation shall indemnify any Director or Officer, or former Director or Officer, against expenses actually and necessarily incurred by him or any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he or she is made a party by reason of being or having been such Director or Officer (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him) except in relation to the matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of the duty. The Corporation may also reimburse any Director or Officer the reasonable costs of settlement of any such action, suit or proceeding if it shall be found either by a majority of the Directors not involved in the matter of controversy, whether or not a quorum, or by a majority vote of the Members present in a regular or special meeting called for that purpose that it was to the interest of the Corporation that such settlement be made and that such Director or Officer was not guilty of gross negligence or willful misconduct. Said rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled by law, or otherwise.

ARTICLE XV - AMENDMENT OF ARTICLES

Provided such amendments do not violate the Bylaws of the Corporation, the Corporation may amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on Officers and Directors herein are granted subject to this reservation. Amendments to the articles of incorporation may be adopted at a regular meeting of the Board of Directors, or a special meeting duly noticed for that purpose, by a majority

vote of the directors then in office.

ARTICLE XVI - MEETINGS

The annual meeting for the election of members of the Board of Directors shall be as provided in the by-laws.

ARTICLE XVII - REGISTERED AGENT

The name and address of the Corporation's initial registered agent in the State of Florida is Brian J. Gregory, 715 Bistline Avenue, Longwood, Florida 32750.

ARTICLE XVIII - INCORPORATORS

The name and address of the initial incorporator is as follows: Brian J. Gregory, 715 Bistline Avenue, Longwood, Florida 32750.

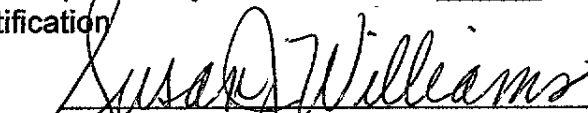
IN WITNESS WHEREOF, the undersigned has executed this Articles of Incorporation this 11th day of December, 2000.



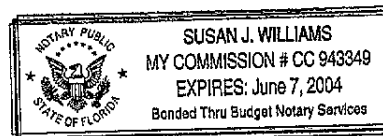
BRIAN J. GREGORY, President

STATE OF FLORIDA
COUNTY OF SEMINOLE

Sworn to and subscribed before me on this 11th day of December, 2000 by **BRIAN J. GREGORY** (check one) ☒ who is personally known to me or _____ who produced a Florida Drivers license as identification



NOTARY PUBLIC, State of Florida
My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501 and 617.0502 of Florida Statutes, the undersigned not-for-profit corporation, 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.

1. The name of the Corporation is:


BRIAN GREGORY MINISTRIES, INC.

2. The name and address of the registered agent and office is:

Brian J. Gregory
715 Bistline Avenue
Longwood, Florida 32750

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for **BRIAN GREGORY MINISTRIES, INC.** hereby accepts such appointment this 11th day of December, 2000, and states that he is familiar with, and accepts, the obligations provided for in Section 617.0503 Florida Statutes.



Brian J. Gregory

FILED
00 DEC 20 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA