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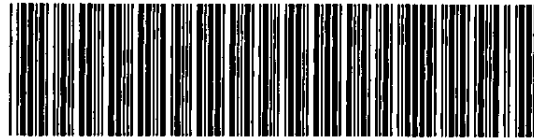
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Ministry Central, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Peter Castor
Name (Printed or typed)

11227 Lakeview Drive
Address

New Port Richey, Florida 34691
City, State & Zip

727-992-5322
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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2007 MAR 26 PM 12:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MINISTRY CENTRAL INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons capable and free to enter into a contractual agreement, do hereby form a corporation for profit under the laws of the State of Florida as provided for herein below.

ARTICLE I - Name and Domicile

- 1.) The name of the Corporation shall be Ministry Central Inc., herein below referred to as the Corporation.
- 2.) The date of incorporation shall coincide with the date of the certification of incorporation by the appropriate and duly authorized agency and/or person of the state of Florida and the date of incorporation shall therefore be the same date as the date of the certification of the Corporation. The certificate of incorporation shall be attached to these Articles of Incorporation.
- 3.) The domicile of the Corporation shall be the State of Florida U.S.A. The Corporation may establish branch office(s) and additional premises of business in a manner and at a location of its preference.

ARTICLE II - Nature and Scope of Purposes, Transactions, and Activities of the Corporation

- 1.) The Corporation shall:
 - (A) Provide Christian-oriented and relevant resources in a manner and through any and all means of every kind and nature including trade catalogs, electronic or any and all means of mass communication, resource or brand awareness print communications, targeted or mass promotion at events or through any and all means of direct campaign or advertisement to churches, schools, Christian organizations and ministries of every kind and class, pastors, evangelists, Christian workers, Christian leaders, natural or legal persons, and entities of every kind and class;

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- (B) Engage in the development, acquisition, manufacture, production, marketing, promotion, distribution, trade, and fulfillment of Bibles, church and pastoral resources of every kind and nature, Christian-oriented curriculum, Christian and consonant human interest print material, Christian-oriented recordings, Christian-oriented audio and video products, relevant photographs, pictures, paintings of every kind and nature, Christian-themed apparel, and in the exchange of the same and every kind and nature of products and services relevant for Christian service in all manners of transaction now or hereafter sanctioned by law;
- (C) Provide Christian and/or consonant resources, material, and services to Christian persons, and natural persons or legal entities of every kind and class at a discounted or competitive market price;
- (D) Offer discounted group pricing and favorable marketing facilities through a partnership network to all Christian-oriented vendors seeking to provide services to churches and Christian ministries of every kind and class, and any and all natural persons or legal entities of every kind and class;
- (E) Promote and market products and services in an effectively and efficiently packaged complement of products and services helpful to churches and Christian ministries of every kind and class;
- (F) Provide a common electronic and real locus for facilitating, coordinating, and organizing any and all commercial activities of product and service originators, manufacturers, vendors, service providers, and other partners seeking to offer products and services to churches and Christian ministries of every kind and class, or any and all persons and entities of every kind and class;
- (G) Attract and cultivate common interest among Christian-oriented developers, manufacturers, producers, innovators, creative originators, distributors, sellers, fulfillers, promoters, organizers, coordinators, and service providers of every kind and class to support and effectively facilitate Christian service through churches and Christian ministries of every kind and class;
- (H) Facilitate commercial and ministerial relationships between Christian clientele and Christian-oriented developers, manufacturers, producers, innovators, creative

originators, distributors, sellers, fulfillers, promoters, organizers, coordinators, and service providers of every kind and class through every available electronic and real means of communication and exchange;

- (I) Provide a real, electronic, print, broadcast, and every available means of promotion and exposure for all tangible and intangible products and services conducive to Christian work and ministry offered as a whole or as a component part of any and all products and services by Christian-oriented developers, manufacturers, producers, innovators, creative originators, distributors, sellers, fulfillers, promoters, organizers, coordinators, and service providers of every kind and class;
 - (J) Create, organize, and operate a partnership network providing an electronic site and/or a real location to encourage and facilitate cooperation, promotion, creative and innovative joint ventures, among participating Christian-oriented developers, manufacturers, producers, innovators, creative originators, distributors, sellers, fulfillers, promoters, organizers, coordinators, and service providers of every kind and class so that participants may innovatively work together to better serve churches and Christian ministries of every kind and class;
 - (K) Stand in the gap and serve as the marketplace liaison for Christian-oriented products and services of every kind and nature and provide an accessible electronic data repository for downloading sermon and sermon outlines, worship songs and leadsheets, study guides, questionnaires and workbook outlines, leadership material, instruments of spiritual diagnosis, discipleship and evangelism material, and every kind of other relevant resources for Christian service.
- 2.) Whenever it is deemed necessary and beneficial by the Corporation and the Practical Christianity Foundation (2514 Aloha Pl. Holiday, FL 34691) and upon the written expression of such mutual agreement by the Corporation and the Practical Christianity Foundation, the Corporation may:
- A) Acquire Green Key Books from the Practical Christianity Foundation with all the obligations and the liabilities pertaining thereto and shall continue to publish, promote, and distribute any and all manuscripts submitted by the Practical Christianity Foundation and assume the responsibility of producing and distributing

the *GOD'S WORD* Translation Bible without any prejudice whatsoever to the rights, obligations, and/or any and all manners of operations of the Practical Christianity Foundation;

- B) Fulfill its purposes outlined in Article II 1. (A) through (K) above through the facilities of Green Key Books in consultation with and upon concurrence of such arrangement by the Practical Christianity Foundation, and other means of manufacturing and distribution channels or networks the Corporation may hereafter develop;
 - C) Initiate a "direct-to-church" distribution network by concluding a business/ministry partnership with Vantage Group Inc., or by acquiring Vantage Group Inc., or by purchasing or leasing from Vantage Group Inc. the relevant assets beneficial to the purpose and scope of the transactions and activities of the Corporation.
- 3.) The Corporation shall, as principal, agent, or otherwise, in the interest of its purpose now or hereafter stated:
- (A) Engage in broad commercial and ministerial activities now or hereafter sanction by law;
 - (B) Conduct transactions now or hereafter sanctioned by law to buy, sell, hold, own, improve, operate, lease, convey, exchange, mortgage, pledge, transfer or otherwise acquire, use, and dispose off rights, privileges, obligations, any and all real or personal properties and the rights and liabilities pertaining thereto, factories, shops, sales or showroom, apparatus, materials, supplies, wheresoever situated, and to exercise such rights and privileges as may be requisite to carry out any or all of the foregoing purposes, and to construct, equip, lease, rent, hire and manage buildings and structures of every kind and description;
 - (C) Buy, sell, deal in, and supply goods, wares, merchandise, and services of every class and description to the extent now or hereafter permitted by law offered by the partnership network participants and other Christian-oriented developers, manufacturers, producers, innovators, creative originators, distributors, sellers, fulfillers, promoters, organizers, coordinators, and service providers of every kind and class, and purchase or acquire by other legal means for owning and/or selling any

other business or businesses, or their assets in full or in part, or any interest therein, and pay for the same in cash or in shares or debentures of the Corporation, in one or in combination of such modes of payment, or any other means or mode of consideration now or hereafter sanctioned by law;

(D) Raise funds by borrowing or by issuing bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Corporation or by mortgage or in such manner as the subscribers may deem proper;

(E) Enter into working arrangements of any and all kinds, whether by contract, or otherwise, which such other natural or legal person[s], company[ies], or corporation[s] as the subscribers may deem convenient or beneficial to the Corporation, and conclude partnership or concessions, or cooperate with any natural or legal person[s] or company[ies] conducting or about to pursue, or any lawful business transaction deemed directly or indirectly profitable to the Corporation, and carry out any, all, and every thing else which in the opinion of the subscribers is deemed necessary, convenient or beneficial to the Corporation.

4.) The purposes, transactions, and activities outlined in Article II 1, 2, and 3 hereof, being so specified as the express intention of the Corporation, shall be in no wise limited or restricted by the reference to or inference from the term[s] of any other clause[s] of these Articles of Incorporation, and shall be construed as independent objects, and as in furtherance of, and not in limitation to, the general powers conferred by the laws of the State of Florida upon corporations for profit.

ARTICLE III – Formation and Capitalization

1.) The Corporation shall be hereby incorporated as Ministry Central Inc. to exist and conduct business in perpetuity in the furtherance of the purposes, transactions, and activities of the Corporation now and hereafter stated, until or unless it is terminated by due and proper legal procedure upon the maturation of terminative condition[s] or the subscribers so intend and said terminative intention[s] are duly expressed in writing and approved by an official meeting of the subscribers.

- 2.) The total number of shares of the authorized capital stock of the Corporation shall be one thousand (1,000) shares of Common Stock with a par value of fifty cents (\$0.50) per share. All such common stocks shall be non-assessable, issued at and for such consideration, whether the same be cash, services rendered or otherwise, and upon such terms and conditions as may be fixed by the sole incorporator[s] of the Corporation.
- 3.) The Corporation shall secure and/or borrow from its sole incorporator not less than five thousand Dollars (\$5,000.00) of initial working capital to initiate transactions in furtherance of its stated purposes and activities.
- 4.) The Corporation shall, without prejudice to the continuance of its operations, pay the sum borrowed in accordance with the provisions of Article III (3) hereof immediately upon the maturation of favorable financial conditions.

ARTICLE IV – Headquarters and Principal Business Premises

- 1.) The Corporation shall have its headquarters in Florida and shall have other branch offices as deemed necessary.
- 2.) The headquarters and the principal business address of the Corporation shall be at 11227 Lakeview Drive, New Port Richey, Florida 34654, and the principal mailing address for all business correspondence shall be the same.

ARTICLE V – Principal Officer and Registered Agent

Mr. Peter Castor (11227 Lakeview Drive, New Port Richey, Florida 34654) shall be the sole incorporator, the president, the registered principal agent, and the majority shareholder not less than fifty-one percent (51%) of the Corporation.

ARTICLE VI – Voting Rights and decision making

- 1.) All major decisions of the Corporation shall, without prejudice to any and all internal administration and management of the Corporation, be discussed and acted upon by the majority vote of a formally convened meeting of the subscribers.

PAC

- 2.) The holders of the common stocks of the Corporation shall have one vote for each share of the common stock they own in all decisions made by a formally convened meeting[s] of the subscribers.

ARTICLE VII – Dividends

The Corporation shall, through a formally convened meeting of the subscribers, declare and pay dividends to the holders of Common Stock out of the earnings of the Corporation, after earmarking sufficient funds for working capital and for additional improvements to its property, and for general expansion of its business. Said dividends shall be in such amounts, and declared and paid at such times, as shall be fixed by a formally convened meeting of the subscribers.

ARTICLE VIII – Officers and Operations

- 1.) The president of the Corporation shall be responsible for conducting all of the businesses, transactions and activities of the Corporation.
- 2.) The president of the Corporation shall hire the necessary administrative and management officers for the Corporation including a chief financial officer who may also serve as the secretary/treasurer of the Corporation.
- 3.) All documents and records including minutes, copies of all financial records, and copies of all transactions and contracts shall be maintained and preserved by the office of the president.
- 4.) The Corporation shall have one annual meeting of all subscribers. Other extraordinary meetings may be called into session by at least one fourth (1/4) of the subscribers or the president as situations warrant.

ARTICLE IX – Conflict of Interest

Unless the Corporation and its interest now and hereafter disclosed or claimed are in any way compromised:

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- 1.) No contract or other transaction between the Corporation and any other corporation[s] shall be affected or invalidated by the fact that any one or more of the officers or subscribers of the Corporation have interest in, or is or are a director[s] or officer[s] of other corporation[s]; and,
- 2.) No contract or other transaction between the Corporation and any other natural or legal person[s] or firm[s] shall be affected or invalidated by the fact that any one or more of the officers or subscribers of the Corporation are parties to, or have vested interest in such contract[s] or transaction[s], provided that in each case the nature and extent of the interest of such officers or subscribers in said contract[s] or other transaction[s] or the fact that such officers or subscribers are officers of such other Corporation[s] is disclosed at the annual or extraordinary sessions of the subscribers of the Corporation wherein such contract[s] or other transaction[s] are authorized.

ARTICLE X – Indemnification

The Corporation shall indemnify every person who is serving or has served as an officer, director, employee or agent of the Corporation, or, at its request, of any other corporation of which it is a stockholder or creditor and from which such person is not entitled to be indemnified, in the manner and to the full extent permitted by the Florida Statutes, subject to the limitations on and conditions of such indemnification set forth therein, which indemnification shall not affect any other rights to which such persons may be entitled.

ARTICLE XI – Assignment

The incorporator and the subscribers shall have the right and privilege to assign and deliver their subscription for stock by any and every means of transference or conveyance now and hereafter sanctioned by law, individually or collectively, and, upon such assignment, such assignees shall stand in lieu of the incorporator and the subscribers who are the assignors of said subscriptions, and shall assume and carry out all rights, liabilities, and duties entailed by said subscription, subject to these Articles of Incorporation and the laws of the State of Florida, and the execution of the necessary instruments of assignment.

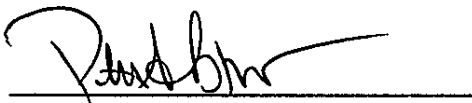
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The subscribers in their annual or extraordinary meetings shall have the right and the authority to provide for a method of issuance of stock certificates so as to replace lost or destroyed stock certificates, by appropriate resolution duly adopted by a majority of the subscribers as are present at any annual or extraordinary meeting.

ARTICLE XII – Amendments and Enforcement

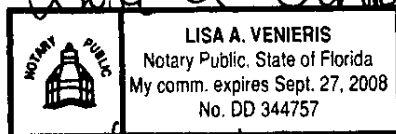
- 1.) The Corporation shall upon the recommendation by the president and the approval by the subscribers amend, alter, change, or repeal any provision[s] of these Articles of Incorporation.
- 2.) All rights and privileges conferred upon the officers of the Corporation and its subscribers in these Articles of Incorporation are granted subject to the provision of ARTICLE XII 1 above.
- 3.) These Articles of Incorporation shall enter into force as of the date of the incorporation of the Corporation.

IN WITNESS WHEREOF, I, Peter Castor, have hereunto set my hands and seals this 23rd day in the month of February in the year of our Lord, 2007.



Peter Castor





3/23/07

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TALLAHASSEE, FLORIDA