

The undersigned, a citizen of the United States, acting as incorporator of a Corporation pursuant to Florida Statute § 617 of the State of Florida, does hereby adopt the following Articles of Incorporation of such Corporation:

ARTICLE I NAME

The name of the Corporation shall be Baymeadows Center for Hope & Healing, Inc.

ARTICLE II PRINCIPLE OFFICE AND MAILING ADDRESS

The principal place of business and mailing address is 4826 Baymeadows Road Jacksonville, FL 32217.

ARTICLE III INITIAL REGISTERED AGENT AND ADDRESS

Kaye L. Sanders, 4826 Baymeadows Road, Jacksonville, FL 32217.

ARTICLE IV DURATION OF THE CORPORATION

The duration of this Corporation is perpetual unless dissolved according to Florida law.

ARTICLE V NON-PROFIT/NOT FOR PROFIT PURPOSES

Section 1 Specific Charitable Non-Profit Purposes

Clause 1: The specific purpose of the Corporation shall be to conduct a religious, charitable, educational, public safety and welfare service corporation.

Clause 2: The purpose of the Corporation shall also be to engage in any lawful act or activity for which Corporations may be incorporated, or in any other form, under the Florida Statute § 617, or the corresponding section of any future Florida Statute.

Section 2 Statutory Religious Non-Profit Purpose

The Corporation is organized exclusively, and in any other manner, for charitable or other purposes that will qualify the Corporation as an exempt organization under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purposes for which the Corporation is organized, or exists in any other manner, shall include the making of distributions and contributions 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 VI PROHIBITED ACTS

Section 1 Prohibited Acts, To Remain A Non-Profit Corporation

Clause 1: 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 corresponding section of any future federal tax code, or (b) by a Corporation, 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.

Clause 2: The Corporation shall not engage in any form of political lobbying. The Corporation shall not engage in either political campaign activity of any kind or campaigning on behalf of or in opposition to any candidate for any candidate for public office. The Corporation shall not distribute, publish, or author any materials for any political campaign on behalf of or in opposition to any candidate for any public office. The Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for any office. Moreover, no substantial part of the activities of this Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation at the local, state, or federal level.

Clause 3: Notwithstanding any other provision of these Articles of Incorporation, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, pastors, prophets, evangelists, apostles, teachers, or any other private persons. However, the Corporation shall be authorized and shall have the power to pay reasonable compensation for services rendered. The Corporation shall be authorized and shall have the power to make payments, compensation, contributions and distributions in furtherance of the purposes set forth in the Article V of these Articles of Incorporation.

Clause 4: Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree permitted under law, engage in any activities or exercise any powers that are not in furtherance of the Article V purposes of the Corporation.

Section 2 Non-Issuance of Stocks

The Corporation, any officer, or any director of the Corporation shall not issue stocks in the name of the Corporation. The Corporation, any officer or any director of the Corporation shall not issue partial ownership of the Corporation to any person or entity. This Corporation is incorporated on a non-stock basis.

Section 3 Prohibition Against Self-Dealing

No officer or director shall take any part in any matter, transaction, or corporate determination in which the officer or director will personally benefit without fully disclosing the potential for personal benefit. If any officer or director takes part in a matter, transaction, or corporate determination and benefits from the transaction without the prior disclosure to the Corporation of the potential benefit, the officer or director shall relinquish any and all benefits from the transaction to the Corporation. The transaction shall be null and void.

ARTICLE VII

INITIAL OFFICERS, DIRECTORS, MANNER OF ELECTION, AND POWERS

Section 1 Corporate Powers

Clause 1: Subject to the provision of the laws of Florida and any limitations in these Articles relating to any powers or action required or permitted to be taken or approved by the Corporation, if any, the activities, powers, and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the authority of the Board of Directors, subject to the limitations set forth in these Articles. The directors and officers collectively, not including deputies, shall be known as the Board of Directors.

Clause 2: In furtherance of its religious non-profit tax-exempt purposes, the Corporation shall have the power and authority:

- a) To do all acts, perform all functions, and carry on all activities permitted by the not for profit/non-profit Corporation laws of the State of Florida, or of any other State in which the Corporation is qualified to act.
- b) To have and exercise all powers and rights enjoyed by Corporations generally in the State of Florida, and in any State in which the Corporation is qualified to act, as long as the exercise of such powers is not specifically prohibited for not for profit or non-profit religious Corporations.
- c) To use all media, whether now known or discovered any time hereafter, including but not limited to print, television, radio, and the Internet.

- d) To exercise such incidental powers as may reasonably be necessary to carry out the purposes for which the Corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a religious organization as set for in Section 501(c)(3) of the Internal Revenue Service Code, or the corresponding section of any future federal tax code.
- e) The Corporation shall not have the power to levy fines and shall not have the power to levy financial fines, sanctions, penalties, or any other form of financial sanction against officers or any director.

Clause 3: The powers not delegated to the Board of Directors, not delegated to any other officer or director of the Corporation, but not prohibited by the Board of Directors, these Articles, Florida Statutes, or any federal law or regulation, are powers of the Corporation and are reserved for and to be exercised by the President.

Section 2 Qualifications and Designation of Officers and Deputies

The officers of the Corporation are the following, in order from most senior to least senior: President, Vice-President, Treasurer, and Secretary. Officers and deputies of each officer shall be of the age of at least 18 and citizens of the United States.

Section 3 Initial Officers and Directors.

The Initial Officers of this Corporation are as follows:

President: Broward, Garry, L.
8970 Brierwood Rd.
Jacksonville, FL 32257

Vice-President: Painter, Mark, R.
425 Laurina St.
Jacksonville, FL 32216

Treasurer: Jones, Deanna, B.
8811 Yorkshire Ct.
Jacksonville FL, 32257

Secretary: Painter, Jody, L.
425 Laurina St.
Jacksonville, FL 32216

Section 4 Officers Term of Office

Clause 1: The President shall serve for life so long as the office holder has no conviction for a felony, furthers the Purposes outlined in Article V, and commits no actions of moral

disgrace. Therefore, terms of office for the President shall end only upon the office holder's death, resignation, commission of an offense involving moral disgrace, or upon a conviction for a felony committed while in office.

Clause 2: The terms of office for the Vice-President, the Treasurer, the Secretary, and any and all of the deputies to those officers shall expire one year from the date of their individual appointments or shall end upon the office holder's death, resignation, commission of an offense involving moral disgrace, or upon a conviction for a felony committed while in office. The deputies of the Vice-President, Treasurer, and Secretary serve at the pleasure of the officer who appointed the deputy. A person not specifically given the title "deputy" is not a deputy within the meaning of these articles.

Clause 3: Any person serving as an officer or a deputy of an officer may be appointed to serve or serve an unlimited number of terms.

Clause 4: If a felony conviction for any officer is reversed on any appeal by an appellate court or court of original jurisdiction such officer may be reappointed to the officer position upon the vote Board of Directors.

Clause 5: The Officers, their Deputies, and the Executive Director may receive compensation from the Corporation.

Section 5 Selection of Officers

Clause 1: The President shall select people to serve in the offices of the Vice-President, Treasurer, and Secretary. If the office of President is vacant for any reason, the Vice President shall assume the position of President.

Clause 2: In the event the offices of the President and Vice president are simultaneously vacant, the Board of Directors shall select and appoint a new president by a two-thirds vote of the full board.

Section 6 Selection of Directors

Clause 1: The President and Vice President shall appoint an Executive Director, who is ranked in seniority behind the Secretary but most senior among the directors. The Executive Director shall appoint all other directors. The number of directors appointed by the Executive Director shall be no more than thirteen (13) directors and the Executive Director shall appoint only a number of directors that will result in the board having an odd number of members at any time. The Board of Directors shall not have an even number of members. Directors shall be of the age of 18 or older and citizens of the United States at the time of their appointment.

Clause 2: The Executive Director shall serve as the Chairman of the Board of Directors in the absence of the President and shall preside over all meetings of the Board of Directors in the absence of the President.

Clause 3: The Executive Director may receive compensation from the Corporation. The Compensation for the Officers shall be determined by the board of directors.

Section 7 Terms of Office for Directors

Clause 1: The term of office for any individual director is one year and the term of the Executive Director is two years. A director's term shall end upon the expiration of the director's term, the director's death, resignation, commission of an offense involving moral disgrace, or upon a conviction for a felony committed while in office. Any person serving as a director or Executive Director may be appointed to serve an unlimited number of terms.

Clause 2: Any director who is removed from the board by means other than death or expiration of term, shall not be eligible to stand for reelection until the next annual meeting of the members and with the consent of the President. Upon the expiration of a director or officer's position, the former officer or director shall turn over to the board of directors within 72 hours any and all records of the corporation in his or her possession.

Section 8 Election of No Members

The Corporation elects not to have and shall not have members. Any action which would otherwise require a vote of members shall require only a vote of the Board of Directors, and no meeting or vote of members shall be required for this Corporation, any provision of the Articles of Incorporation, any provision of the Certificate of Incorporation of this Corporation or any other Corporation document of the Corporation to the contrary notwithstanding.

ARTICLE VIII AMENDING THE ARTICLES

These Articles of Incorporation may be amended, repealed, or altered, in whole or in part only by the Board of Directors. The Board of Directors shall not amend, repeal, or alter these Articles of Incorporation in any way that would result in the Corporation operating in violation of Article V, operating in violation of the laws of Florida, operating in any manner that will jeopardize the Corporation's status as an exempt organization under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or operating in violation of Federal law. An amendment shall pass by a two-thirds vote of a quorum of the Board of Directors.

ARTICLE IX FISCAL YEAR

The fiscal year of the Corporation shall commence on the 1st day of January of each year and terminate on the 31st day of December of each year.

ARTICLE X

NON-PROFIT DEDICATION OF ASSETS AND DISSOLUTION

All property and assets of the Corporation are irrevocably dedicated to religious or other purposes that qualify as tax exempt purposes under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon the winding up and dissolution the Corporation, the board or the officers, after paying or adequately providing for all the debt, obligations, and liabilities of the Corporation, shall distribute the assets of the Corporation to a non-profit fund, foundation, or Corporation which is organized and operated exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall distribute the assets of the Corporation 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 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 XIII

RECORDS

The Corporation shall maintain correct and proper financial records, personnel records, and minutes of all Officer Meetings and meetings of the Board of Directors. The records of the Corporation may be inspected any time by any officer or attorney of any officer. Except as required by federal or State law or regulation, financial records, including but not limited to any and all information relating to compensation of any officer or director, any corporate expenditure or payment, shall not be disclosed to any third party without the written consent of the President. The Secretary of the Cooperation shall ensure timely compliance with all subpoenas issued to the corporation by any party or entity, subject to the enforcement of the Corporation's rights to quash any subpoena issued to the corporation for any reason.

ARTICLE XIV

CONSTRUCTION AND TERMS

Clause 1: Nothing in these articles shall preclude the Officers or Board of Directors from adopting operating procedures, guidelines, or any other documents required by Florida Statute §617.0206, or any corresponding Florida statute. Any operating procedures, guidelines, or any other documents required by Florida Statute §617.0206 shall not be required to be a part of these Articles. If there is any conflict between the provisions of these Articles of Incorporation and any documents, operating procedures or guidelines required by Florida Statute §617.0206, these Article are controlling. Should any of the provisions or portions of these Articles be held unenforceable or invalid for any reason, the remaining provisions and portions of these Articles shall be unaffected by such holding.

Clause 2: All references in these Articles of Incorporation to "Articles" or "bylaws" shall be to the Articles of Incorporation, articles of organization, Certificate of Incorporation, organizational charter, corporate charter, or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

Clause 3: All references in these Articles to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Clause 4: "Conviction" within these Articles means a determination of guilt which is the result of a trial or the entry of a plea of guilty or nolo contendere/no contest, regardless of whether adjudication is withheld, regardless of the date of the conviction, and regardless of whether the conviction was expunged, pardoned, sealed, or was committed while a juvenile. A conviction for a similar offense includes, but is not limited to, a conviction by a federal or military tribunal, including courts-martial conducted by the Armed Forces of the United States, and includes a conviction or entry of a plea of guilty or nolo contendere resulting in a sanction in any state of the United States or other jurisdiction. A sanction includes, but is not limited to, a fine, probation, community control, parole, conditional release, control release, or incarceration in a state prison, federal prison, private correctional facility, or local detention facility.

Clause 5: The Board of Directors shall determine whether an act is an act of moral disgrace by a two-thirds (2/3) vote of a quorum. If the Board of Directors determines that an act is one of moral disgrace, the most senior disinterested officer shall prepare a written opinion representing the Board of Directors' findings of fact and the basis of its determination. The Board of Directors shall have 60 days from the time the act in question becomes notorious to any disinterested member of the Board of Directors. If the Board of Directors does not determine whether the act in question is an act of moral disgrace within the sixty days, the act shall not be considered an act of moral disgrace. A decision on whether an act constitutes an act of moral disgrace shall not be tabled for later consideration. Divorce entered into on the proven basis, proven by clear and convincing evidence, of being the victim of adultery shall not be considered an act of moral disgrace.

Clause 6: In accordance with Article VII these articles shall not be read to indicate that the Corporation has members. When the terms "member" or "members" is used outside of Article VII or when used outside of this clause, those terms refer to officers and directors who comprise the board of directors.

ARTICLE XVI

INCORPORATOR

Mark R. Painter is the incorporator of the Corporation and is located 4826 Baymeadows Road, Jacksonville, FL 32217.

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

Date

Signature/Incorporator

Date