

ARTICLES OF INCORPORATION
OF
NORTH AMERICAN LIAISON BUREAU, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

This is a not for profit corporation organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes, as amended (the "Act").

ARTICLE I

Name

The name of the corporation is NORTH AMERICAN LIAISON BUREAU, INC.

ARTICLE II

Initial Principal Office

The initial principal office of the corporation shall be physically located at 3526 Caroline Boulevard, Penney Farms, Florida 32079, and the initial mailing address of the corporation is P.O. Box 523, Penney Farms, Florida 32079.

ARTICLE III

Duration

The corporation is to commence its corporate existence on the date of filing these Articles of Incorporation with the Florida Department of State. The corporation shall exist perpetually.

ARTICLE IV

Purpose

The corporation is organized exclusively for charitable, 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. This corporation shall seek to fulfill its purpose specifically undertaking and engaging in the following actions and activities:

Serve as a liaison between the Protestant University of Congo (U.P.C.) and its donors and other partners in North America; to provide public relations; to contact American churches working in Congo to persuade them to support U.P.C.; to prepare, in agreement with the academic leaders of the U.P.C., projects for potential donors in North America: churches, foundations, commercial enterprises, governments, and others for submission of such projects to donors after approval by the Board of Trustees; to recruit academic, scientific, administrative, and technical personnel following decisions of the Board of Trustees; to purchase and ship articles ordered by the U.P.C.; to represent U.P.C. in different meetings in North America and make known to U.P.C. leaders the contacts made with others; and to accompany the U.P.C. President or his representatives, during their trips to North America, in visits to donors and friends in order to consolidate their reciprocal relations. This corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. Nor shall this corporation engage in a regular business of a kind ordinarily carried on for profit.

ARTICLE V

Initial Registered Agent and Office

The name and address of the initial registered agent and the street address of the initial registered office of the corporation is:

Grady H. Williams, Jr.
Attorney at Law
1279 Kingsley Avenue, Suite 117
Orange Park, FL 32073

ARTICLE VI

Management of Corporate Affairs

A. Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of six (6) persons, to be elected from time to time by the membership as provided for in the Bylaws of the corporation. The qualifications for, terms of office, and manner of election of the Board of Directors shall be set forth in the Bylaws of the corporation.

B. The names and addresses of the initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Robert James Decker	1740 Salinas Drive Las Cruces, N.M. 88011
Dr. James Richard Dodson	5000 Fawn Meadow Road, #242 San Antonio, TX 78240
Dr. Ben C. Hobgood	Box 523, 3526 Caroline Blvd. Penney Farms, FL 32079
Dr. Melvin J. Loewen	1706 Kentfield Way Goshen, IN 46525
Dr. Charles Stuart	3498 Dwight St., Box 1006 Penney Farms, FL 32079
Dr. Lamar Williamson	Box 224, 388 S. Carolina Ter. Montreat, N.C. 28757

C. Corporate Officers. The membership shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers from time to time as the Bylaws of the corporation may authorize. The qualifications for, terms of office, and manner of election of the officers shall be set forth in the Bylaws of the corporation.

ARTICLE VII

Bylaws

The membership of the corporation shall adopt Bylaws not inconsistent with these articles of incorporation for the conduct of the corporation's business and the carrying out of its purposes. Notwithstanding the foregoing, however, the initial Board of Directors shall adopt the initial Bylaws of the corporation at an organizational meeting or by their unanimous written consent in lieu of an organizational meeting, as permitted by the Act.

ARTICLE VIII

Members

Membership, if any, dues and privileges shall be provided for in the Bylaws of this corporation.

ARTICLE IX

Earnings and Activities of Corporation

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 IV hereof.

B. 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.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on 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.

D. Notwithstanding any other provision of these articles, the corporation shall not, except to a de minimis degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of the corporation.

ARTICLE X

Dedication of Assets

The property of the corporation is irrevocable dedicated to the purposes set out in Article IV hereof, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or to the benefit of any private individual.

ARTICLE XI

Distribution of Assets

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 future federal tax code, or shall be distributed 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 XII

Amendments

The Articles of Incorporation maybe amended in accordance with the Act.

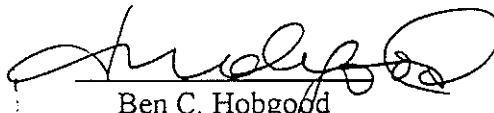
ARTICLE XIII

Incorporator

The name and address of the person signing these articles is:

Ben C. Hobgood
P.O. Box 523
Penney Farms, Florida 32079

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of November, 1998.


Ben C. Hobgood

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT


Pursuant to Section 48.091 and 617.0501, Florida Statutes, the following is submitted:

NORTH AMERICAN LIAISON BUREAU, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Clay, State of Florida, has named as its agent to accept service of process within this State:

Grady H. Williams, Jr.
Attorney at Law
1279 Kingsley Avenue, Suite 117
Orange Park, FL 32073

ACKNOWLEDGMENT:


Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.


Grady H. Williams, Jr.

STATE OF FLORIDA

COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 12th day of November, 1998, by Grady H. Williams, Jr., who is personally known to me and who did take an oath.


Notary Public

My Commission Expires:

