

First Love Ministries USA
ARTICLES OF INCORPORATION

May 12, 2003

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KEVIN SHELLEY
Secretary of State

I

The name of this corporation is: **First Love Ministries USA**

II

A. This corporation is a RELIGIOUS CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law exclusively for religious purposes.

B. The specific purpose of this corporation is to glorify Jesus Christ by the teaching and preaching of GOD'S Word, the Bible. And to help the poor and needy in the name of Jesus Christ, and to fund and support other like-minded ministries throughout the world.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Donald J. Nourse
16 Oakhurst Rd.
Irvine, CA 92620

IV

A. This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V

The property of this corporation is irrevocably dedicated to religious purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for religious purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.


Donald J. Nourse
Incorporator





SECRETARY OF STATE

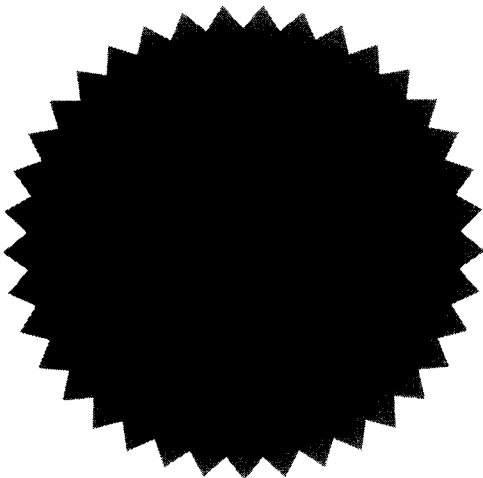
I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 12 2003

Kevin Shelley
Secretary of State



BY-LAWS

First Love Ministries USA A California Nonprofit Religious Corporation

ARTICLE I NAME

The name of this Corporation shall be First Love Ministries USA

ARTICLE II OFFICES

SECTION 1. The principal office for the transaction of business of the corporation is located at Orange County, California. The Directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on the By-Laws opposite this section, or this section may be amended to state the new location.

SECTION 2. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III OBJECTIVES AND PURPOSES

SECTION 1. This corporation shall have the right to govern itself according to the standards of the New Testament Scriptures.

SECTION 2. This corporation shall implement its religious practice of New Testament Christianity commissioned by the proclamation of the Good News of the gospel of salvation by faith in our Lord Jesus Christ, by any suitable method or media, which includes but is not limited to the following:

- (a) Establish and operate a Christian ministry dedicated to worshiping GOD by following the teachings of Jesus Christ by the use of personal evangelism, prayer, preaching and teaching the Bible message, serving the poor, missions activities, and other related Christ-like activities;
- (b) To offer salvation and eternal life to all those who will accept Jesus Christ as Lord and savior and to Baptize in the name of the Father, Son and Holy Spirit those persons who have repented of their sins and confessed belief in the substitutionary death and resurrection of Jesus Christ for the forgiveness of their sins and the saving of their souls;
- (c) To help those who call themselves Christian to always remember their "First Love", as referred to in the Words of Jesus Christ in the Second Chapter of Revelation verse Four;
- (d) To commission and/or support missionaries throughout the world, and to endorse, strengthen, and financially support other like-minded Christian missionary organizations;
- (e) To establish new programs of outreach and ministry, and to strengthen existing programs and organizations which have a similar purpose and dedication of presenting Jesus Christ as Savior for the lost sinners of the world;

(h) To raise funds for the purpose of supporting the various activities of First Love Ministries USA, which shall include providing financial assistance to the poor and truly needy throughout the world in the name of Jesus Christ.

SECTION 3. In connection therewith, or incidental thereto, it shall have the right to purchase or acquire by gifts, bequest or otherwise, either directly or as trustee, and to own, hold in trust, use, sell, convey, mortgage, lease or otherwise dispose of any real estate or chattels as may be necessary for the furtherance of its purposes; all in accordance with its By-Laws or as the same may be hereafter modified or amended

ARTICLE IV BELIEFS

Section 1. STATEMENT OF FAITH. We believe that there is one living and true GOD, eternally existing in three persons; Father, Son, and Holy Spirit, equal in power and glory and all the attributes of Deity. We believe that GOD is One, the Triune GOD, Creator of all, Sustainer of all, and Sovereign over all.

We believe that the Scriptures of the Old and New Testaments are the Word of GOD, fully inspired without error in the original manuscripts, and the infallible source of saving faith and eternal hope.

We believe in GOD the Father, an infinite personal Spirit, perfect in holiness, wisdom, power and love; that He concerns Himself mercifully in the affairs of men; that He hears and answers prayer; and that He saves all who come to Him through the Blood of Jesus Christ.

We believe in Jesus Christ as GOD'S only begotten Son, conceived by the Holy Spirit. We believe Jesus Christ is GOD manifest in flesh, born of the Virgin Mary. We believe Jesus Christ led a sinless life, performed acts of miracles, and revealed GOD to man through His words and teachings. We believe Jesus Christ provided the vicarious atonement for mankind's sin through His death on the Cross and that He bodily rose from the dead and defeated the power of death over all those who call upon His Holy Name. We believe Jesus Christ ascended bodily into Heaven and now resides at the Right Hand of the Father interceding for His followers. We believe Jesus Christ will visibly return triumphantly to collect His Church unto Himself as called for in the New Testament Scriptures.

We believe in the Holy Spirit who is the Third person of the Triune GOD. We believe He is sent forth from the Father and Son to convict the world of sin, righteousness, and judgment, and to regenerate, sanctify and empower for ministry all who believe in Jesus Christ. We believe the Holy Spirit indwells every believer in Jesus Christ and that He is an abiding Helper, Teacher and Guide. We believe in the present ministry of the Holy Spirit and in the exercise of all the Biblical ministries and gifts of the Spirit according to GOD'S perfect will and timing.

We believe that all people are sinners by nature and choice and, therefore, are under condemnation and spiritually dead in their sins. We believe that GOD regenerates by the Holy Spirit those who repent of their sins and confess Jesus Christ as their Lord, GOD and Savior. We believe that GOD raised Jesus Christ from dead and that true salvation is provided through GOD'S grace, by faith, and not by works, as it is the gift of GOD.

We believe that all those chosen by GOD the Father to be members of the Church of Jesus Christ are created for good works that GOD prepared for them before creation. We believe that the collective body of all believers who call upon the Name of Jesus Christ have been spiritually "Born Again" and enjoy forgiveness of sin and eternal life.

We believe that the Lord Jesus Christ gave two ordinances to His Church: 1) Baptism, by immersion in water (whenever possible), as a outward sign of the new spiritual life that all followers of Jesus Christ enjoy, and 2) the Lord's Supper, a spiritual exercise of communion enacted as a remembrance for all believers of the sacrificial and substitutional death of Jesus Christ on the Cross.

We believe also in the laying on of hands by the Pastors and Elders for the separation and fulfillment of Christian ministry, service, calling and duty, and for the exercise of Spiritual gifts as manifested and empowered according to GOD'S perfect will and timing in the members of the Body of Christ for the exclusive purpose of bringing glory and honor to Jesus Christ.

We believe in the personal return of Jesus Christ to remove His Church from the earth, ("caught up with Him in the clouds") as described by Paul in the New Testament Scriptures. We believe in the visible return of Jesus Christ with His Church to earth to judge the unrighteous and to establishment His Kingdom. We believe in the resurrection of the dead and the final Judgment and endless suffering of all unforgiven sinners in the eternal torment of the Second Death – the "Lake of Fire". We believe in the gift of eternal life and blessing in Heaven of all those who have been made righteous in the sight of GOD the Father by faith in the cleansing Blood of Christ Jesus and His resurrection from the dead.

ARTICLE V DETERMINATION OF MEMBERS

SECTION 1 This corporation shall make no provision for members, however, pursuant to section 9310 (b) (1) of the California Nonprofit religious Corporation law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or By-Laws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

ARTICLE VI GOVERNMENT

SECTION 1. The Headship of Christ in the government of this corporation shall be focused on seeking and maintaining the Lordship and direction of Jesus Christ over His Body of believers, the Church.

SECTION 2. The Overseeing of the affairs, both spiritual and temporal, shall be by the Board of Directors, the Pastors and Elders, and what committees or new offices which may be necessary.

ARTICLE VII BOARD OF DIRECTORS

SECTION 1. THEIR MINISTRY The Board of Directors shall oversee and rule the ministry of this corporation by precept and example under the Headship of Christ, as defined above.

They shall gather and pray together to review the progress and execution of the day to day functions of First Love Ministries USA as frequently as needed by mutual consent.

SECTION 2. THEIR POWERS. Subject to limitations of the Articles of Incorporation, other Sections of the By-Laws, and of the State of California law, all corporate powers of the corporation shall be exercised by or under the authority of and the business and affairs of the corporation and shall be controlled by the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

(a) To select and remove all officers, agents and employees of the corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these By-Laws; and fix their compensation.

(b) To change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.

(c) To adopt, make and use a corporate seal; and alter the form of the seal as desired.

(d) To have the power to borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered, in the corporate name, promissory notes, bonds, deeds of trust, debentures, mortgages, pledges, or other evidence of debt and securities

SECTION 3. NUMBER OF DIRECTORS. The authorized number of directors shall be a maximum of twelve (12), and a minimum of three (3) members unless the number of directors is changed by amendment to these By-Laws.

SECTION 4. ELECTION AND TERM OF OFFICE OF BOARD OF DIRECTORS. The Board of Directors will be elected by a majority vote of the remaining Directors and the term of office of Directors shall be for three (3) year periods, with no restriction as to the number of terms any one Director may serve, unless a Director resigns or is removed prior to the end of his or her term for a cause as herein specified.

SECTION 5. EVENTS CAUSING VACANCY. A vacancy or vacancies in the Board of Directors shall be deemed to exist in the occurrence of any of the following: (I) the death, resignation or removal of any Director; (II) the declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by a qualified Counselor or by an order of court; (III) removal of a Director in an action in Superior Court pursuant to Section 9223 of the California Nonprofit Corporation Law; (IV) any long-term sickness, illness or other such event which may render the Director incompetent to fulfill the duties of the office of a Director in the sole and arbitrary determination of a majority of the remaining members of the Board of Directors.

SECTION 6. MEETINGS OF THE BOARD OF DIRECTORS. Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of this corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice. Notwithstanding the above provisions, a regular or

special meeting of the Board of Directors may be held at any place consented to by a majority of the Board members, either before or after such meetings. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone, e-mail or similar means, so long as all the directors participating in the meeting can communicate with each another, and all such directors shall be deemed to be present in person at such meeting.

SECTION 7. QUORUM. A quorum for any meeting of the Board of Directors shall be a majority of all elected Directors.

SECTION 8. CONDUCT OF MEETINGS. Meetings shall be presided over by the Chairman of the Board (President of the Corporation), in his absence, then by the Vice President, or any Director appointed to do so. Meetings shall be governed by Roberts' Rules of Order, where they do not conflict with the Articles of Incorporation or By-Laws of the corporation.

SECTION 9. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 10. ACTION WITHOUT MEETINGS. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a majority of the members consent in writing to such action. Such action by written consent shall have the same force and effect as a majority vote of the Board of Directors. Such written consent or consents shall be filed in the minutes of the next scheduled Board meeting.

SECTION 11. COMPENSATION. The directors shall receive no compensation for their services as Directors. Directors may also serve as officers and/or employees of this corporation, for which they may be compensated.

SECTION 12. NOTICE OF MEETINGS. Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first class mail or forty-eight (48) hours' notice delivered personally or by telephone or e-mail. If sent by mail or e-mail, the notice shall be deemed to be delivered on its deposit in the mails or on its confirmed acceptance via return e-mail. Such notices shall be addressed to each Director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 13. CONTENTS OF NOTICE. Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 14. NON-LIABILITY OF DIRECTORS. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**ARTICLE VIII
OFFICERS OF THE CORPORATION**

SECTION 1. OFFICERS. The officers of this corporation shall be a President, Vice President, Secretary, and a Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairman of the Board, additional Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers as determined by the Board of Directors. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President/Chairman of the Board simultaneously.

SECTION 2. SUBORDINATE OFFICERS. The Board of Directors may appoint, and may authorize the President or another officer to appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period of time, have the authority, and perform the duties specified in the By-Laws or determined from time to time by the Board of Directors.

SECTION 3. REMOVAL AND RESIGNATION OF OFFICERS. Subject to the rights of any officer under any contract of employment, an officer may be removed, with or without cause, by the Board of Directors at any regular or special meeting of the Board of Directors. Any officer may resign at any time by giving written notice to the corporation.

SECTION 4. VACANCIES IN OFFICES. A vacancy in any office because expiration of term, because of death, resignation, removal, disqualification, or any other cause, shall be filled only in the manner prescribed in these By-Laws for regular appointments to that office.

SECTION 5. DUTIES OF THE PRESIDENT. The president shall, subject to the control of the Board of Directors, direct and control the business of the officers of the corporation. He shall preside at all meetings of the Board of Directors, unless in his absence another Chairman is appointed. He shall have such other powers and duties as may be prescribed by the Board of Directors or by the By-Laws.

SECTION 6. DUTIES OF VICE-PRESIDENT. In the absence or the temporary disability of the President, the Vice-President, in order of their rank fixed by the Board of Directors, shall perform all the duties of the President and when so acting, shall have all the powers of, and shall be subject to all the restrictions upon the President. The Vice-President shall have such other powers and perform such other duties as may from time to time be prescribed for them respectively by the Board of Directors.

SECTION 7. DUTIES OF SECRETARY. The Secretary shall attend to the following and shall have the power as approved by the Board of Directors, to oversee and appoint any Assistant Secretaries to the following:

(a) **BOOK OF MINUTES.** The Secretary shall keep, or cause to be kept, at the principal office of this corporation, or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, and members, with the time and place of holding, whether regular or special and, if special, how authorized, the notice given, the names of those present at such meeting, the number of members present

or represented at members' meetings, and the proceedings of such meetings.

(b) OTHER DUTIES. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Director, as required by these By-Laws to be given. The Secretary shall keep the seal of the corporation in safe custody. He shall attend, or cause to be attended, the correspondence of the Board of Directors, and shall have such other powers and duties as may be prescribed by the Board of Directors or the By-Laws.

SECTION 8. DUTIES OF THE TREASURE. The Treasurer shall attend to the following and shall have the power as approved by the Board of Directors, to oversee and appoint any Assistant Treasurers to the following: (a) The Treasurer shall be responsible for, and oversee all responsibility for, all monies coming into the corporation and shall make disbursements in accordance with the annual budget and the special decagons of the corporation. (b) The Treasurer shall keep, or cause to be kept, itemized accounts of all income and disbursements and render written statements of the same to the President and Directors, whenever they request, an account of all his transactions as Treasurer, and of the financial condition of the corporation The book of accounts shall be closed at the end of each calendar year and a comprehensive report of income and disbursements shall be presented. The Treasurer may appoint, with approval of the Board of Directors, such persons to assist as he feels necessary; and shall have such powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws.

ARTICLE IX COMMITTEES

SECTION 1. The Board of Directors may, by resolution adopted by a majority of the Directors in office, designate one or more Board committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Any committee to the extent provided in the resolution of the Board, shall exist only in cooperation with the majority of the Board of Directors, and shall have powers to the extent of the resolution that defines the purpose and activities of the committee.

SECTION 2. By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of a committees members, and fill vacancies therein from the Board of Directors. The committee shall keep regular minutes of all meetings and file such with the Secretary.

SECTION 3. SPECIAL COMMITTEES, The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These additional committees shall act in an advisory capacity to the Board of Directors as resolution shall give, other committees shall clearly function as advisory committees,

SECTION 4. MEETINGS AND ACTION OF COMMITTEES, Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these By-Laws concerning meetings of the Board of Directors, with such changes in the context of such By-Law provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee, The time for special meetings of committees may also be fixed by the Board of Directors, The Board of Directors may also adopt rules and regulations pertaining to the

conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these By-Laws,

ARTICLE X AMENDMENT OF BY-LAWS

The By-Laws may be amended or repealed and new By-Laws adopted by a majority vote of the members of the Board of Directors at a meeting of which the intent has been announced in writing to each member of the Board of Directors not less than one week in advance.

ARTICLE XI ANNUAL ACCOUNTING PERIOD

The annual accounting period for this corporation shall begin on the first day of January, and shall end on the last day of December.

ARTICLE XII MISCELLANEOUS

SECTION 1. Execution of Documents. The Board of Directors may authorize by majority vote any officer or officers to enter into any contract or execute any instrument in the name of, and on behalf of the corporation and such authority may be general or confined to specific instances.

Unless so authorized, no officer, agent or other person shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

SECTION 2. INSPECTION OF BY-LAWS. The corporation shall keep in its principal office the original or a copy of its Articles of Incorporation and By-Laws, as amended to date, certified by the Secretary, which shall be open to inspection by any individual or groups of individual, as approved by the Board of Directors.

SECTION 3. CONSTRUCTION OF DEFINITIONS. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Nonprofit Corporation Law shall govern the construction of these By-Laws.

SECTION 4. RULES OF ORDER. The rules contained in Robert's Rules of Order, revised, shall be the general guide to govern all business Board meetings of the corporation, except in instances of conflict between said Rules of Order and the Articles of Incorporation and By-Laws or provisions of law.

CERTIFICATE

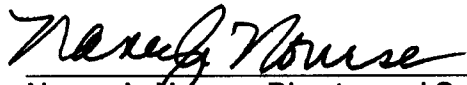
This is to certify that the foregoing is a true and correct copy of the By-Laws of the corporation named in the title thereto as adopted at a meeting of the Board of Directors held on May 12, 2003.



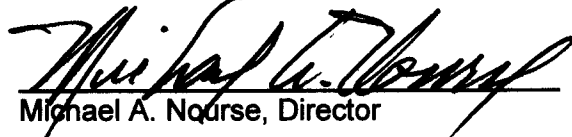
Donald J. Nourse, Chairman
and President



James A. Forbes, Director and Treasurer



Nancy A. Nourse, Director and Secretary



Michael A. Nourse, Director



Candace L. Veith, Director