

STATE OF NORTH CAROLINA



Department of The
Secretary of State

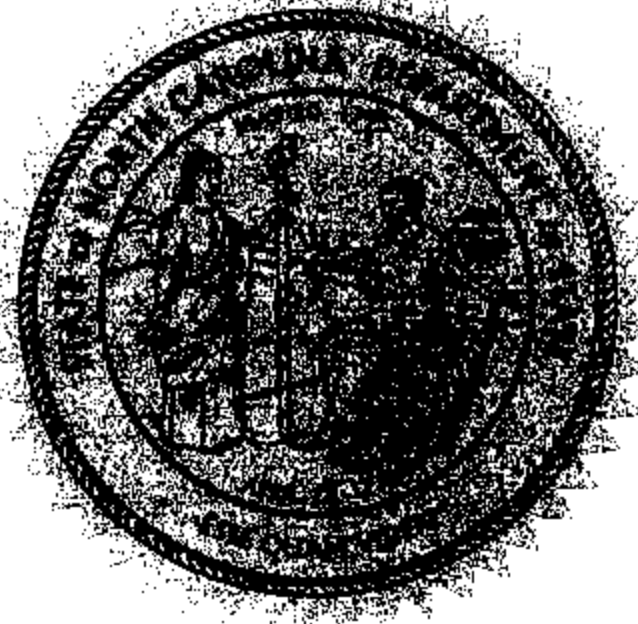
To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION
OF
WALL WATCHERS

the original of which was filed in this office on the 27th day of July, 1998.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 27th day of July, 1998.



Elaine F. Marshall

Secretary of State

State of North Carolina
Department of the Secretary of State

ARTICLES OF INCORPORATION
NONPROFIT CORPORATION

Pursuant to Section 55A-2-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

1. The name of the corporation is: Wall Watchers

2. (Check only if applicable.) The corporation is a charitable or religious corporation as defined in N.C.G.S. Section 55A-1-40(4).

3. The street address and county of the initial registered office of the corporation is:
Number and Street 3912 Cambridge Hill Ln
City, State, Zip Code Charlotte, NC 28270 County Mecklenburg

4. The mailing address *if different from the street address* of the initial registered office is:
PO Box 470847, Charlotte, NC 28247

5. The name of the initial registered agent is:
Mark Long

6. The name and address of each incorporator is as follows:

<i>Mark Long</i>	<i>6001 Providence Rd, # 20, Charlotte, NC 28226</i>
<i>Howard Leonard</i>	<i>3912 Cambridge Hill Ln, Charlotte, NC 28270</i>

7. (Check either a or b below.)
a. The corporation will have members.
b. The corporation will not have members.

8. Attached are provisions regarding the distribution of the corporation's assets upon its dissolution.
See attached Article 8.

9. Any other provisions which the corporation elects to include are attached.
See attached provisions

10. The street address and county of the principal office of the corporation is:
Number and Street 3912 Cambridge Hill Ln
City, State, Zip Code Charlotte, NC 28270 County Mecklenburg

11. The mailing address *if different from the street address* of the initial registered office is:


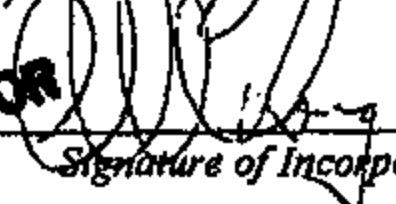
PO Box 470847, Charlotte, NC 28247

12. These articles will be effective upon filing, unless a later time and/or date is specified:

This is the 14th day of July, 1998.

Howard Leonard

Mark Hong

INCORPORATOR
INCORPORATOR


Signature of Incorporator

CEO and President (respectively)
Type or print Incorporator's name and title, if any

NOTES:

1. Filing fee is \$60. This document and one exact or conformed copy of these articles must be files with the Secretary of State. (Revised October 1997)

Article 8 Attachment

Article 8.

Upon the dissolution of this corporation, the Board of Directors shall, after making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes.

Attached Provisions

Article 9.

Section 1. Statement of Faith

- 1) We believe the Bible to be the inspired Word of God.*
- 2) We believe that Jesus is the Son of God and that He died, was buried, and was raised again. We believe in the atoning sacrifice of Jesus, which provides salvation to all who seek it.*
- 3) We believe in the gift of the Holy Spirit, which indwells and empowers Christians.*
- 4) We believe that Jesus will return again, raising both the saved and the lost.*

Section 2. Mission Statement

This corporation will provide information and other services to the public and other interested entities concerning the management and financial affairs of tax exempt Christian ministries.

Section 3. Tax Exempt Purpose of Corporation

This corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, 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.

Section 4. Limitations on Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

Section 5. Limitations on Political Activities

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this 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.

Section 6. General Limitation on Nonprofit Activities

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 7. Non Liability of Directors

To the fullest extent permitted by the North Carolina Non-profit Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a Director of the corporation shall be personally liable for monetary damages for breach of any duty as a Director. No amendment or repeal of this article nor the adoption of any other amendment to these Articles of Incorporation inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

STATE OF NORTH CAROLINA



Department of The
Secretary of State

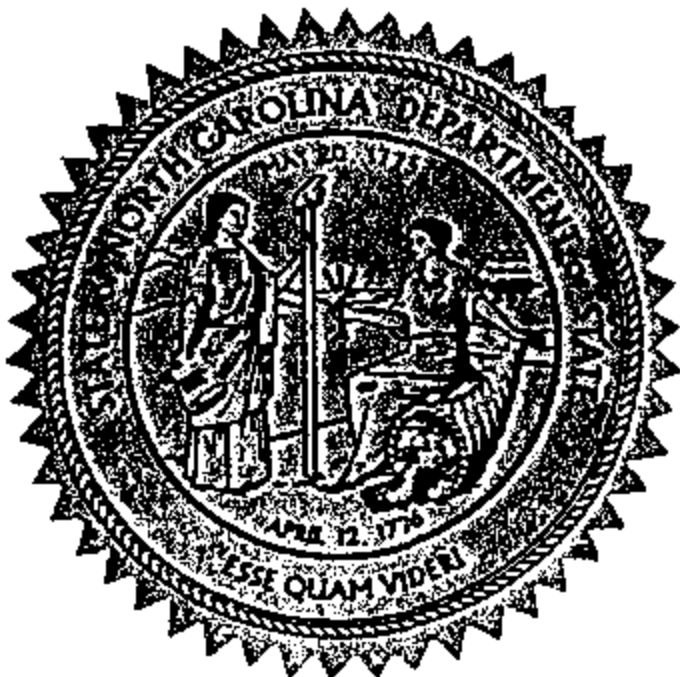
To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT
OF
WALL WATCHERS

the original of which was filed in this office on the 28th day of October, 1998.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 28th day of October, 1998.



Elaine F. Marshall

Secretary of State

98 301 5078

State of North Carolina
Department of the Secretary of State

C-0445091
FILED
4:59pm
OCT 28 1998
EFFECTIVE
ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

**ARTICLES OF AMENDMENT
NONPROFIT CORPORATION**

Pursuant to Section 55A-10-05 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the corporation is: Wall Watchers
2. The text of each amendment adopted is as follows (*state below or attach*)

ARTICLE 9

SECTION 8. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

The Corporation shall seek such sources of support as may be necessary to enable it to qualify as a publicly-supported organization.

In any taxable year in which this Corporation is determined to be a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

3. The date of the adoption of each amendment was as follows:

October 21, 1998

4. (*Check a, b, and/or c, as applicable*)

a. The amendment(s) was (were) approved by a sufficient vote of the board of directors or incorporators, and member approval was not required because (set forth a brief explanation of why member approval was not required) Wall Watchers is not organized as a membership organization.

b. _____ The amendment(s) was (were) approved by the members as required by Chapter 55A.

c. _____ Approval of the amendment(s) by some person or persons other than the members, the board, or the incorporators was required pursuant to N.C.G.S. 55A-10-30, and such approval was obtained.

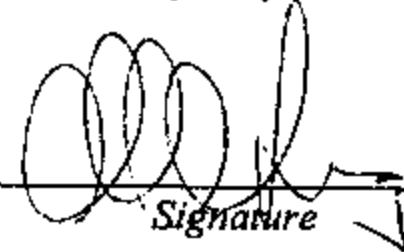
5. These articles will be effective upon filing, unless a date and/or time is specified: _____

This is the 22nd day of October, 1998.

Wall Watchers

Name of Corporation

Mark Hong


Signature

President

Type or Print Name and Title

NOTES:

1. Filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

(Revised July 1994)

CORPORATIONS DIVISION

300 N. SALISBURY STREET

RALEIGH, NC 27603-5909

MINUTES OF THIRD MEETING OF THE BOARD OF DIRECTORS

OF

WALL WATCHERS

The Board of Directors of WALL WATCHERS

held its third meeting on Thursday October 22, 1998 at 3912 Cambridge Hill Ln, Charlotte, NC 28270.

The following directors, constituting a quorum of the full board, were present at the meeting:

Howard Rusty Leonard

Mark Long

Sharon Swaringen was presided as the Secretary of the meeting.

AMENDMENT TO ARTICLES OF INCORPORATION

A proposed amendment to the Articles of Incorporation was presented to the meeting for adoption. The Amendment (Article 9, Section 8) was considered and discussed and, on motion duly made and seconded, it was unanimously

RESOLVED, that the amendment presented to the meeting be and hereby are adopted as part of the corporation's Articles of Incorporation;

RESOLVED FURTHER, that the Secretary of this corporation is directed to see that a copy of the amendment is kept at the corporation's principal office.

Since there was no further business to come before the meeting, on motion duly made and seconded, the meeting was adjourned.

Dated: October 22, 1998

Sharon J. Swaringen
Secretary