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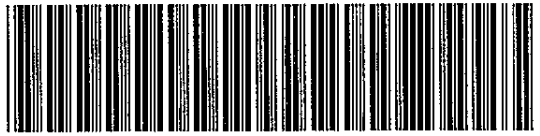
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TALLAHASSEE, FLORIDA

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Michael J. Wigton & Associates, P.C.
A Professional Corporation
Attorneys and Counselors at Law
Licensed in Texas and Oklahoma

October 7, 2005

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

Re: Healing Foundation of America, Inc.

Madam/Gentlemen:

You will find enclosed an original and copy of Articles of Incorporation for Healing Foundation of America, Inc. under the Florida Not for Profit Act plus a check for the filing fee of \$70.00.

Please file the original and return a file stamped copy to me at the address below. Should you have any questions, I would appreciate it if you could contact me at the number or email below.

Thank you,


Michael J. Wigton
Incorporator

835 E. Lamar Blvd. #228
Arlington, Texas 76006-8106
Ph. 817-658-3033
Fax. 817-887-1378
Email: mwigton@wigtonlaw.com

**ARTICLES OF INCORPORATION
OF
HEALING FOUNDATION OF AMERICA, INC.**

We, the undersigned natural persons, who are over the age of 18 years, acting as incorporators under Chapter 617 of the Florida Not for Profit Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this corporation is Healing Foundation of America, Inc. This corporation will also be known and referred to herein as HIFA, Inc. and it will have such additional assumed names as may be provided in the Bylaws of this corporation. The principal place of the religious operations and mailing address of this corporation is 1201 Hayes Street, Tallahassee, Florida 32301.

**ARTICLE II
NONPROFIT AND DURATION**

This corporation is a nonprofit religious corporation. The period of the duration of this corporation is perpetual.

**ARTICLE III
MEMBERSHIP**

This corporation will have two classes of membership, voting and non-voting. The initial voting membership will consist of those identified as initial members of the Board of Trustees. The qualifications and voting rights of subsequent membership, which include voting and non-voting members of this corporation and the manner of admission will be regulated by the Bylaws.

**ARTICLE IV
PURPOSES**

This corporation will be organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as "the Code"), or any superseding section in order to function as a church or church ministry and a convention or association of church ministrics within the meaning of Section 170(b)(1)(A)(i) of the Code, in order to provide, conduct or assist in:

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- a. conducting a convention or association of church ministries by the direction of the Lord, Jesus Christ and under the leadership of the Holy Spirit in accordance with all of the provisions as set forth in the Holy Bible;
- b. associating affiliate church ministries for the purpose of carrying out the mission of this corporation;
- c. conducting a local church ministry by the direction of the Lord, Jesus Christ and under the leadership of the Holy Spirit in accordance with all of the provisions as set forth in the Holy Bible for the express purpose of ministering spiritually to those with terminable and/or incurable health conditions;
- d. sharing the life and love of Jesus Christ with hurting people worldwide by means of personal healing ministry, ministry counseling, media outreach, religious seminars, establishing retreats for humanitarian mission relief, including transmitting, spreading, propagating, teaching and communicating the gospel of the Lord Jesus Christ;
- e. holding and conducting crusades and other religious services; providing places for the public and private worship of God and prayer and fellowship; establishing, conducting and maintaining seminars and research facilities for the study, prevention, treatment, remedy and cure of all human disorders and disease in combination with the healing power of our Lord Jesus Christ through prayer; establishing, conducting, promulgating and preserving the historic biblical Christianity;
- f. performing, providing and supporting charitable humanitarian assistance, relief and development efforts throughout the world;
- g. encouraging the establishment of new churches and/or church ministries, establishing, overseeing and supporting missions and missionaries both domestic and foreign and ordaining and licensing ministers;
- h. conducting religious worship services through various forms of ministry;
- i. promoting and encouraging, through the ministries of the organization cooperation with other organizations ministering within a community and throughout the word;
- j. spreading the Word of the Gospel through seminars, retreats, television, radio, books, audio and video tapes, pamphlets and other forms of mass media for the purpose of educating the individual in the Word of God;
- k. conducting, sponsoring and/or supporting Christian schools, Christian universities and other forms of Christian education;
- l. acting as a clearinghouse for matters of spiritual and administrative import for associating churches;
- m. doing any and all things necessary to accomplish religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code;
- n. protecting, covering and in the case of reproach, doing everything in accordance with scripture, to restore in the spirit of meekness;
- o. linking together churches, ministries and fivefold ministers who flow in the supernatural on the basis of fellowship and relationship, based upon mutual friendship, trust and integrity and a love for one another, and a love for the Word of God and the power of God;
- p. commissioning evangelist, missionaries and co-laborers in accordance with guidelines as promulgated by the Board of Trustees; and

- q. carrying out any other charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Code.

ARTICLE V

OPERATION AND DISSOLUTION

No part of the net earning of this corporation shall inure to the benefit of or be distributed to its members, trustees, directors, officers or other private persons with the exception that the corporation is empowered to pay necessary and reasonable compensation and expenses for services rendered and to make payments and distributions in furtherance of the corporation's purposes as set forth in Article IV. The corporation will not engage to a substantial extent in lobbying or influencing legislation. The corporation is organized pursuant to the Florida Not for Profit Act and does not contemplate pecuniary gain or profit and is organized solely for nonprofit purposes.

Upon the dissolution of the corporation and the winding up of its affairs, the assets of the corporation will, after paying or making provisions for the payment of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as will at the time qualify as an exempt organization or organizations under the provisions of Section 501(c)(3) of the Code, or any superseding section. Any assets not so disposed of will 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 will determine which are organized and operated for such purposes.

ARTICLE VI

BOARD OF TRUSTEES

All corporate powers will be exercised by and under the authority of, and the business and affairs of the corporation will be managed under, the direction of its Board of Trustees. The number of Trustees constituting the initial Board of Trustees of this corporation is three (3) and their initial term of office will run from election to the next annual meeting or the date on which their successor is elected, whichever is later. Thereafter the Trustees of the Corporation will be elected for two year terms expiring on the second succeeding annual meeting or the date on which their successors are elected, whichever is later. The number of Trustees may be increased or decreased from time to time as provided in the corporation bylaws, but will never be less than three (3) Trustees. The method of election or appointment of Trustees and their terms will be as provided in the corporation Bylaws. Each trustee, as a condition of service, must subscribe to the Statement of Faith and Doctrine of this corporation. Spiritual Harmony between Board of Trustees members is an absolute requirement for participation in service as a Trustee of HFA. Accordingly, lack of spiritual harmony is grounds for removal and will be presumed upon a removal vote of two-thirds of the Board of Trustees with the concurrence of the Pastor. The names and addresses of the persons who are to serve as the initial Trustees, commencing ninety (90) days from the date of incorporation are:

William H. Higgins
1005 E. Fargo St.
Broken Arrow, OK 74012

Timothy R. Williams
12813 E. 71st St. Lot #34
Broken Arrow, OK 74012

Teresa T. Higgins
1005 E. Fargo St.
Broken Arrow, OK 74102

ARTICLE VII

ASSOCIATIONAL CHURCH MINISTRIES

Section 1. Associational Membership Church ministries wishing to join this Association of Church Ministries will submit an application for membership in HFA, in a form prescribed by the Board of Trustees. Approval of an application for Associational Membership requires the affirmative vote of two-thirds (2/3) of the total number of Trustees of HFA. Approval of applications may be done at any annual or special meeting or may be accomplished by polling, whether through the mail or by means of electronic, telegraphic or telephonic communication. The decision of the Board of Trustees will be totally within their discretion. Church ministries qualifying for association, according to qualification standards adopted by the Board of Trustees, will receive a Certificate of Association, identifying them as Associated with HFA Inc., an International Association of Church ministries. The Certificate of Association will be renewable annually on a calendar year basis at the complete and sole discretion of the Board of Trustees of HFA.

Section 2. Qualifications of Associational Members. Associational members must subscribe to the Statement of Faith of this Association, accept the beliefs and fundamental tenets stated therein, conform to all principles, standards, and procedures as set forth in the Bylaws of this Association or adopted from time to time by the Board of Trustees of HFA, and pay all fees and dues established by the Board of Trustees. Each Association Member must be a church ministry that is exempt under Section 501(a) of the Code as a religious organization described in Sections 501(c)(3) and 170(b)(1)(A)(I) of the Code. Each Associational Member will provide HFA with the name and address of its designated representative within thirty (30) days of acceptance of the respective Associational Member's application for Associational Membership.

ARTICLE VIII

SPIRITUAL HIERARCHY

NATIONAL, REGIONAL, DISTRICT DIRECTORS

The Board of Trustees may establish National, Regional and District Spiritual directorships to carry on the mission and ministry of HFA and to coordinate and conduct all operations within areas of responsibility to be determined by the Board of Trustees. These offices will be subject to the directives and control of the Board of Trustees which will be the temporal head of HFA under the spiritual guidance of the Pastor.

ARTICLE IX
LICENSING AND ORDINATION OF MINISTERS

Section 1. Granting Authority. The Board of Trustees will be empowered to license and ordain ministers of the Gospel in accordance with the Tenets of Faith and Doctrine of this Association. The Board of Trustees will be further empowered to, at its complete discretion, provide for housing or other benefits available by law to license/ordain ministers.

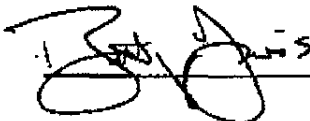
Section 2. Application. Individuals desiring licensing or ordination as Ministers of HFA must make application to the Board of Trustees. The application will be subject to approval by majority vote of the Board of Trustees.

Section 3. Individuals desiring licensing or ordination as ministers of HFA are subject to approval by majority vote of the Board of Trustees and confirmation by the Pastor or an Ordination Committee established by the Pastor and the Board of Trustees. The licenses and/or ordination of ministers of HFA will be subject to review annually by the Board of Trustees. Any offices of ministers may be denied, renewed, or revoked at any time at the sole discretion of the Board of Trustees and Pastor if said ministers are not ministering and conforming to the religious tenets of faith and beliefs of HFA or adhering to the Articles of Incorporation, Bylaws or Directives of HFA. The licenses and/or ordination of ministers may also be revoked at will by the Pastor or Board of Trustees when it is determined that the ministers are not serving the best interests of HFA.

ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial statutory registered agent of the corporation is 1201 Hays Street, Tallahassee, FL 32301 and the name of its registered agent at such address is Corporation Service Company.

The undersigned hereby acknowledges and accepts the appointment as statutory registered agent of the above-named corporation 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 this 5th day of October, 2005.



Signed

Registered Agent

**ARTICLE XI
MISSIONS**

Missions may be established by the Board of Trustees of HFA in accordance with such spiritual and temporal directives as they may designate. The Board of Trustees may establish a designated area for a mission and the mission will be authorized to operate only within that area.

**ARTICLE XII
INDEMNIFICATION**

The power of indemnification under the Florida Revised Statutes will not be denied or limited by the bylaws.

**ARTICLE XIII
INCORPORATOR DESIGNATION**

The name of the incorporator is Corporation Service Company, which is located at the following address: 835 E. Lamar Blvd #228, Arlington, TX 76011.

I, Michael J. Wigton do hereby accept the duties and responsibilities of an incorporator for Healing Foundation of America, Inc. All powers, duties and responsibilities of the incorporator will cease at the time of delivery of these Articles of Incorporation to the Florida Division of Corporations.

EXECUTED, this 6th day of October, 2005.

Signed: _____

Incorporator

Michael J. Wigton
Printed Name