

ARTICLES OF INCORPORATION
OF

Steve Gray Ministries, Inc.
(a Missouri Not for Profit Corporation)

The undersigned, being a natural person of the age of eighteen (18) years or more and a citizen of the United States, for the purpose of forming a corporation under The General Not For Profit Corporation Law of the State of Missouri, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of the Corporation is: Steve Gray Ministries, Inc.

ARTICLE II.

This Corporation is a public benefit corporation.

ARTICLE III.

The period of duration of the Corporation is perpetual.

ARTICLE IV.

The address of its initial Registered Office in the State of Missouri is 605 N.W. Riven Rock Trail, Lee's Summit, Missouri 64081; and the name of its initial Resident Agent at said address is Steve Gray.

ARTICLE V.

The Corporation is organized and shall be operated exclusively for religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), including, but not limited to the following:

1. To promote the Gospel of Jesus Christ;
2. To teach people worldwide the Biblical principles of the Kingdom of God and of revival of successful Christian living; accomplished through the use of television, internet, campaigns, conventions, books, magazines, tapes, recordings and personal correspondence.
3. In general, to engage in any lawful activity and to have and exercise all the powers conferred by the laws of Missouri upon corporations formed under the Missouri Nonprofit Corporation Act, and to do any or all of the things



hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers, and enumeration thereof is made in furtherance, and not in limitation, of the powers conferred upon the corporation by the laws of the State of Missouri. Such enumeration of specific purpose shall not be construed to limit or restrict in any manner the meaning, scope or general terms of any other purpose or to limit or restrict in any manner any power conferred by law, but nothing herein contained shall be construed as giving the corporation any right, privilege or power not permitted to it by law, or which would disentitle it to be classified as an not for profit corporation.

To enable the Corporation to carry out such purposes, it shall have all the powers permitted a corporation that is both a not-for-profit corporation under the General Not For Profit Corporation Law of the State of Missouri and an exempt organization described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future laws of the State of Missouri and United States Internal Revenue Law).

ARTICLE VI.

The Corporation shall have no authority to issue Capital Stock.

ARTICLE VII.

The name and address of the Incorporator is as follows:

Steve Gray
605 N.W. Riven Rock Trail
Lee's Summit, MO 64081

ARTICLE VIII.

The Corporation shall have no members. The affairs of the Corporation shall be managed by its Board of Directors. The number of directors to constitute the Board of Directors is five (5). The names, addresses, and terms of the persons who shall serve as the initial directors are as follows:

Steven J. Gray
605 N.W. Riven Rock Trail
Lee's Summit, MO 64081
3 year term ending in 2009

Rebecca Hill
727 N.E. Tudor, #8
Lee's Summit, MO 64086
3 year term ending in 2009

Tim Dieckmann
9009 E. 68th Street
Kansas City, MO 64133
2 year term ending in 2008

Frankie Hency
29322 Imperial Road
Carl Junction, MO 64834
2 year term ending in 2008

Kathy S. Gray
605 N.W. Riven Rock Trail
Lee's Summit, MO 64081
1 year term ending in 2007

ARTICLE IX.

The directors of the Corporation shall not be individually or personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE X.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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. 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. 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 the federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), (b) by a corporation contributions to which are deductible as charitable contributions under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and (c) by a corporation organized under the General Not For Profit Corporation Law of the State of Missouri as now existing or hereafter amended.

ARTICLE XI.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to a 501(c)(3) organization designated by the Board of Directors. Any of such assets not so disposed of shall be disposed of by the circuit court of the city or county in which the principal office of the Corporation is then located to such organization or organizations as said court shall determine and as are then qualified as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII.

The provisions of this Article XII shall be in the nature of a contract between the Corporation and each of its directors and officers made in consideration of such person's continued service to the Corporation. The protection afforded to each director or officer by the provisions of this Article XII shall survive such person's term of office or employment. This Article may not be

repealed, nor may the benefits to the directors and officers afforded hereby be diminished, except as to liability accruing in respect of acts or omissions occurring after the date of such repeal or modification. The Corporation shall hold harmless and indemnify each director and officer to the fullest extent authorized or permitted by the provisions of Chapter 355 of the Missouri Revised Statutes, as amended, or the provisions of Subsections 1 through 6 and 9 through 11 of Section 351.355, Missouri Revised Statutes, as amended, or any other or additional statutory provisions which are hereafter adopted authorizing or permitting such indemnification. It is the policy of the Corporation that indemnification of directors and officers under this Section be made to the fullest extent authorized or permitted by law and, to this end, the provisions of this Article shall be deemed to have been amended for the benefit of those directors and officers of the Corporation entitled to indemnification under this Article effective immediately upon any modification of the Missouri Revised Statutes or any other law that expands or enlarges the power or obligation of corporations to indemnify their directors and officers. In addition to the foregoing:

A. The Corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. The Corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees and amounts paid in settlement, actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

C. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections A and B of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the action, suit or proceeding.

D. Any indemnification under Sections A and B of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. The determination shall be made by the Board of Directors who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, or by independent legal counsel in a written opinion.

E. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

F. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

G. The Corporation may give any further indemnity, in addition to the indemnity authorized or contemplated under this Article, including Section F, to any person who is or was a director, officer, employee or agent, or to any person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, provided such further indemnity is either (i) authorized, directed, or provided for in these Articles of Incorporation or any duly adopted amendment thereof or (ii) is authorized, directed, or provided for in any bylaw or agreement of the Corporation which has been adopted by a vote of disinterested directors of the Corporation.

H. Notwithstanding the foregoing subsections of this Article XII, no indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

I. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and

incurred by him in any such capacity, or arising out of this status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

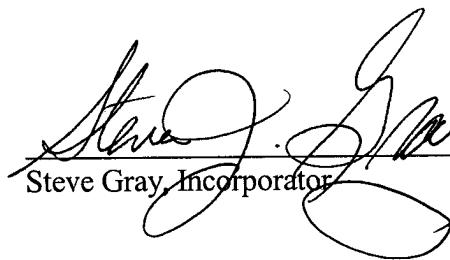
ARTICLE XIII.

These Articles may not be amended, nor the corporation dissolved, except upon the affirmative vote of 80% of the Directors then in office. Bylaws of the Corporation, consistent with these Articles, shall be adopted by the Board of Directors, and may be amended in the manner provided in such Bylaws.

ARTICLE XIV.

The effective date of the document is the date it is filed by the Secretary of State of Missouri.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 22 day of March, 2006.



Steve Gray, Incorporator

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF INCORPORATION MISSOURI NONPROFIT

WHEREAS, Articles of Incorporation of

Steve Gray Ministries, Inc.
N00728404

have been received and filed in the Office of the Secretary of State, which Articles, in all respects, comply with the requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of the State of Missouri do by virtue of the authority vested in me by law, do hereby certify and declare this entity a body corporate, duly organized this date and that it is entitled to all rights and privileges granted corporations organized under the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 29th day of March, 2006.

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State

