



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

1003150149

1003150149

March 23, 2010

JOHANNA M PERKINS
STEPHEN D LENTZ & ASSOCIATES PLC
448 VIKING DRIVE STE 170
VIRGINIA BEACH, VA 23452

RECEIPT

RE: Hillsong Ministries USA, Inc.

ID: 0720905 - 9

DCN: 10-03-19-0028

Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing articles of incorporation with this office.

The effective date of the certificate of incorporation is March 23, 2010.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

CORPRCPT
NEWCD
CIS0313



STEPHEN D. LENTZ
& ASSOCIATES, P.L.C.
ATTORNEYS AT LAW

JOHANNA M. PERKINS
LEGAL ASSISTANT
JP@LENTZ-LAW.COM

March 18, 2010

100319 00285A

State Corporation Commission
Clerk's Office
1300 East Main Street
Richmond, VA 23219

Dear Sir:

Enclosed please find the Articles of Incorporation for Hillsong Ministries USA, Inc., together with check # 1033 in the amount of \$75.00 for the filing fee.

Thank you for your time and expediency with this matter.

Please contact me if you have any questions or concerns.

Sincerely,

Johanna M. Perkins
Legal Assistant

2010 MAR 19 PM 11:35

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/jmp
Enclosures

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 23, 2010

The State Corporation Commission has found the accompanying articles submitted on behalf of
Hillsong Ministries USA, Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

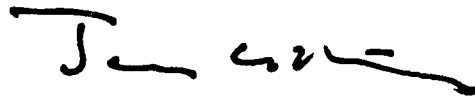
CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of
the Commission, effective March 23, 2010.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



James C. Dimitri
Commissioner

**ARTICLES OF INCORPORATION
OF
Hillsong Ministries USA, Inc.**

The undersigned, acting as an incorporator of a corporation under the Virginia Nonstock Corporation Act, does hereby form a nonstock corporation ("Corporation") under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia (1950), as amended ("Act"), and to that end sets forth and adopts the following Articles of Incorporation for such corporation.

**ARTICLE 1.
NAME**

The name of the Corporation is:

Hillsong Ministries USA, Inc.

However, the Corporation may use any assumed or fictitious name permitted by law.

**ARTICLE 2.
DURATION**

The period of the Corporation's duration shall commence upon the issuance of a Certificate of Incorporation by the State Corporation Commission.

**ARTICLE 3.
PURPOSES**

The Corporation is organized to receive, maintain and administer assets in perpetuity exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding future Internal Revenue law of the United States) ("Code") and the Regulations issued thereunder ("Regulations") and to use and apply the whole or any part of the principal and income therefrom for such purposes either directly or by contributions to other organizations that qualify as exempt organizations under the Code. Subject to the limitations set forth in these Articles, the Corporation shall have power to conduct any and all lawful affairs, not required to be specifically stated in these Articles, for which corporations may be incorporated under the Act.

**ARTICLE 4.
TAX-EXEMPT OPERATIONS**

The Corporation shall have and exercise all powers and authorities now or hereafter conferred upon nonstock corporations under the laws of Virginia. However, no part of its net earnings shall inure to the benefit of any incorporator, trustee, director or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of the Corporation's purposes.

No incorporator, trustee, director, officer or private individual shall be entitled to share in the distribution of any corporate assets upon its dissolution.

No part of the activities or net earnings of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as and to the extent permitted by the provisions of the Code and Regulations, for organizations exempt from Federal income taxes pursuant to §501 (c)(3) of the Code and Regulations), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation that (a) is exempt from Federal income tax under §501(a) or 501(c)(3) of the Code or (b) receives contributions that are deductible under §§ 170(c)(2), 2055(a)(2) or (3), and 2522(a)(2) or (3) of the Code.

If the Corporation becomes a private corporation under §509(a) of the Code, then during the period in which it constitutes a private corporation the Corporation shall: (i) distribute its income to the extent and in the manner necessary to avoid taxation of the Corporation under §4942 of the Code; (ii) not engage in "self-dealing" as defined in §4941(d) of the Code; (iii) not retain any "excess business holdings" as defined in §4943(c) of the Code; (iv) not invest in a manner which subjects the Corporation to tax under §4944 of the Code; and (v) not make any "taxable expenditures" as defined in the §4945(d) of the Code.

ARTICLE 5. DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, if any, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, literary or educational purposes as then described in Section 170(b)(1)(A) (other than clauses (vii) and (viii) of the Code or the corresponding provisions of any future United States internal revenue law) as shall at the time qualify as an exempt organization or organizations under the provisions of Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the City or County in which the registered office of the Corporation is then located exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said Court shall determine.

ARTICLE 6. MEMBERS

The Corporation shall have no members.

ARTICLE 7.
BOARD OF DIRECTORS

(a) All corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

(b) The number of directors, which shall be not less than one (1) nor more than fifteen (15), shall be fixed by the Bylaws of the Corporation.

(c) The directors shall be elected by a majority vote of those present at the regular annual meeting of the Board of Directors and may be elected at any special meeting of the Board of Directors, called for the purpose of electing directors. Each director shall hold office for the minimum term of one (1) year or until his or her successors are duly elected and qualified, unless earlier removed.

ARTICLE 8.
LIABILITY AND INDEMNIFICATION

(a) The Corporation shall indemnify all officers and directors of the Corporation (as defined by the Act) under all circumstances and to the greatest extent under which such indemnification would be permitted under applicable Virginia law, as in effect from time to time. A director or officer of the Corporation shall not be liable to the Corporation for monetary damages.

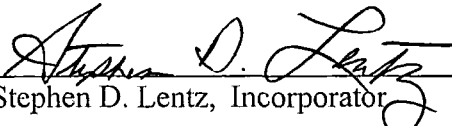
(b) Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors, administrators, and guardians.

ARTICLE 9.
REGISTERED OFFICE AND AGENT

9.1. Registered Office. The post office address of the initial registered office of the Corporation is 448 Viking Drive, Suite 170, Virginia Beach, VA 23452. The name of the City in which the initial registered office is located is Virginia Beach, Virginia.

9.2. Registered Agent. The name of the registered agent of the Corporation is Stephen D. Lentz, Esq., who is a resident of the Commonwealth of Virginia and who is a member of the Virginia State Bar, and whose business office is the same as the registered office of the Corporation.

Dated: March 18, 2010


 Stephen D. Lentz, Incorporator