

**N02000004576**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JUN 14 AM 10:54

**TRANSMITTAL LETTER**

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

100005767671--9  
-06/14/02--01071--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** THE HOLY PLACE, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** DWIGHT W. BELL  
Name (Printed or typed)

361 SW MAJESTIC TERRACE  
Address

PORT ST. LUCIE, FL 34984  
City, State & Zip

(772) 871-7772  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

*John* 6-12  
⑤

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)  
of

**THE HOLY PLACE, INC.**

State of Florida  
County of St. Lucie

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

We, the undersigned Ricky Duffield, LaVerne C. Hoodak and Dwight W. Bell, being persons legally competent to enter into contracts, for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation of religious, educational and benevolent corporation, do hereby adopt the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be:

THE HOLY PLACE, INC.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

361 SW MAJESTIC TERRACE  
PORT ST. LUCIE, FL 34984

**ARTICLE III PURPOSES**

The purpose for which the corporation is organized is:

The purposes for which this Corporation is formed are (1) to establish and maintain a local church for the propagation of the gospel of Jesus Christ as a member church of The Pentecostal Holiness Church Conference of Florida, Inc., DBA: Sonshine Conference, and in accordance with the doctrines, beliefs, practices and procedures of the Pentecostal Holiness Church, as enunciated from time to time in the Pentecostal Holiness Church Manual (Church Manual); (2) to carry out the spiritual, missionary, benevolent, educational and social work of a church as outlined in the New Testament and in the Church Manual; and (3) to act in cooperation with other churches belonging to the Sonshine Conference in accordance with the Church Manual.

**ARTICLE IV DIRECTORS**

The manner in which the directors are elected or appointed:

The manner in which the directors are elected is as follows: There shall be three Directors of this Corporation, who shall be the same persons as the ordained deacons/elders of this local church and the number of Directors may be increased or decreased as the number of deacons/elders change by a vote of the membership, but the number of Directors shall never be less than three nor more than forty. The Directors shall have such power over the affairs of the Corporation, and such authority to act for the Corporation, as the church members bestow upon them from time to time, provided that Directors shall at no time be empowered to act in contravention to the Church Manual and regulations and directives of the Sonshine Conference.

**ARTICLE V CORPORATE POWERS**

The Corporation shall have and exercise all the powers authorized by law to be conferred upon or exercised by such a corporation, including those enumerated in all the applicable laws of the State of Florida, and shall have and exercise the following powers, all of such powers to be subject to and limited by the provisions of the Church Manual, as it may be amended from time to time, or by the acts, directives, and regulations of the Sonshine Conference, as set forth in the minutes or other records of the Sonshine Conference, namely:

1. To receive by gift, devise, bequest, or otherwise, and to hold, barter, convey, lease, exchange, expand, distribute, sell, invest, and otherwise dispose of all money or property, real, personal, or mixed, either absolutely or in trust to be used, either the principal or income therefrom, as may be directed in the furtherance of any of the above-mentioned purposes or any other purpose within its corporate powers;
2. To enter into contracts or trust agreements with individuals, corporations, or partnerships for the purpose of acquisition and building, as well as disposition, of any property which would be advantageous to the furtherance of Pentecostal Holiness principles and doctrines;
3. To promote Pentecostal Holiness doctrines, evangelism, Christian education, and both home and foreign missionary work by all proper means;
4. To enter into contracts or trust agreements with individuals, corporations, or partnerships, and to act as trustee, in order to carry out and promote the purposes of this Corporation;
5. To prosecute or defend any actions or suits in which the Corporation is involved; and
6. To exercise any and all powers (including the borrowing of money and Securing the repayment thereof; the holding, administration, and disposition of property, the making of conveyances, assignments, and contracts, and incurring of obligations) which may be conferred by law, or which may be necessary, incidental or convenient to the general powers and objects of this Corporation.

#### **ARTICLE VI INCORPORATORS**

The name(s), address(es) and title(s):

Ricky Duffield, President 2334 SW Fern Circle Port St. Lucie, FL 34953	LaVerne C. Hoodak, Vice President 5411 Birch Drive Ft. Pierce, FL 34982	Dwight W. Bell, Secretary/Treasurer 361 SW Majestic Terrace Port St. Lucie, FL 34984
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#### **ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

DWIGHT W. BELL  
361 MAJESTIC TERRACE  
PORT ST. LUCIE, FL 34984

#### **ARTICLE VIII NO CAPITAL STOCK**

The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any Member, Director, Trustee, Officer, or individual. The balance, if any, of all moneys received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purpose or purposes of the Corporation set forth in these Articles of Incorporation.

#### **ARTICLE IX DURATION**

The term for which this Corporation shall exist shall be perpetual.

#### **ARTICLE X MEMBERS**

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All members of this Corporation, and all candidates for membership in the future, shall be in full accord with the Articles of Faith, the General Rules, and the Polity of the Pentecostal Holiness Church as set forth in the Church Manual. The General Conference of the Pentecostal Holiness Church shall have the sole right to adopt rules determining the qualifications for members in the Pentecostal Holiness Church, and said rules shall apply to the members of this Corporation since this Corporation is a member church of the Pentecostal Holiness Church (which is incorporated as The International Pentecostal Holiness Church), and is a member church of The Pentecostal Holiness Church Conference of Florida, Inc. (Sonshine Conference).

#### **ARTICLE XI ORGANIZATION EXCLUSIVELY FOR TAX-EXEMPT PURPOSES**

Said Corporation is organized exclusively for charitable, religious, and educational purposes, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE XII PROHIBITIONS TO ASSURE TAX-EXEMPT STATUS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article III 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 any candidate for public office. Notwithstanding any other provision of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 194 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE XIII DISSOLUTION**

In the event of the dissolution of this Corporation, all the business, property and assets of the Corporation shall go and be distributed as provided in the Manual; and in the absence of such provision to such non-profit, religious corporation of like purposes as set forth in these Articles of Incorporation, as the Members of this Corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to Members, either for the reimbursement of any sum subscribed, donated or contributed by such Members, or for any other purpose.

#### **ARTICLE XIV INDEMNIFICATION OF DIRECTORS AND OFFICERS**

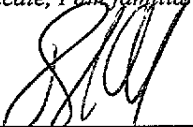
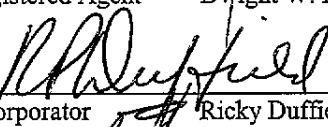
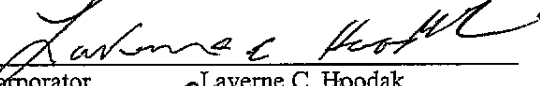

The Corporation shall indemnify any Director or Officer, of former Director or Officer, against expenses actually and necessarily incurred by him or any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he is made a party by reason of being or having been such Director or Officer (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him) except in relation to the matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The Corporation may also reimburse to any Director or Officer the reasonable costs of settlement of any such action, suit or proceeding if it shall be found either by a majority of the Directors not involved in the matter of controversy, whether or not a quorum, or by a majority vote of the Members present in a regular or special meeting called for that purpose) that it was to the interest of the Corporation that such settlement be made and that such Director or Officer

was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled by law, or otherwise.

**ARTICLE XV AMENDMENT TO ARTICLES**

Provided such amendments do not violate the Church Manual or Conference regulations or directives, this Corporation may amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on Officers, Directors, and Members herein are granted subject to this reservation.

.....  
*Having been named as registered agent 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.*

 _____ Signature/Registered Agent      Dwight W. Bell	<u>6/12/02</u> _____ Date
 _____ Signature/Incorporator      Ricky Duffield	<u>6/12/02</u> _____ Date
 _____ Signature/Incorporator      Laverne C. Hoodak	<u>6/12/02</u> _____ Date
 _____ Signature/Incorporator      Dwight W. Bell	<u>6/12/02</u> _____ Date

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