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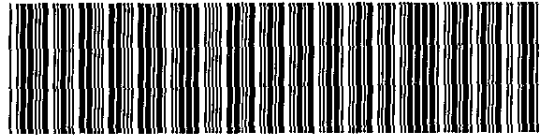
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3-4-03  
[Signature]

—  
**TRANSMITTAL LETTER**

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

**SUBJECT:** DANIA HEIGHTS BAPTIST CHURCH HOLDING COMPANY  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of Reinstatement/Reincorporation and a check for :

**FEES:**

Filing Fee	— \$35.00
Registered Agent	— \$35.00
Annual Reports for 1993 through present year	\$61.25 per calendar year.

**OPTIONAL:**

Certified Copy \$8.75 (plus \$1 per page over 8, not to exceed a maximum of \$52.50)  
Certificate of Status \$8.75

FROM: PERRY W. HODGES, JR., ESQ.  
Name (Printed or typed)

1401 E. Broward Boulevard, #300  
Address

Fort Lauderdale, Florida 33301-2116  
City, State & Zip

(954) 462-1431  
Daytime Telephone number

**APPLICATION FOR REINSTATEMENT AND REINCORPORATION OF  
LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT  
CORPORATION**

IN COMPLIANCE WITH s. 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992, PURSUANT TO s. 617.1623(1)(c):

1. DANIA HEIGHTS BAPTIST CHURCH HOLDING INC  
Name of corporation exactly as it appears in legislative or judicial charter.

2. 700 South Federal Highway, Dania Beach, Florida 33004  
Street address of the principal office of the corporation.  
(This address will be used for the mailing of corporation annual reports)

3. June 18, 1959  
Date of legislative or judicial incorporation

FEI Number applied for  
 FEI Number not required

4. FEI Number 5 9 - 2 1 7 6 2 2 5

5. Name, address and title of current officers and/or directors:  
(use additional page if necessary)

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TALLAHASSEE, FLORIDA

Title	Name	Street Address	City/State/Zip
Pres	Greg Schaffer	700 S. Federal Highway	Dania Beach, FL 33004
Sec	Robert Sutton	700 S. Federal Highway	Dania Beach, FL 33004
Treas	Charles Jackson	700 S. Federal Highway	Dania Beach, FL 33004
Chmn of Board of Directors	Gary Fullman	700 S. Federal Highway	Dania Beach, FL 33004

6. Attached is a copy of the judicial charter and all amendments thereto certified by the Circuit Court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters and completed Certificate of Reincorporation.

  
Authorized Signature

GREG SCHAFFER, President  
Name and capacity of person signing application  
(see S. 617.10201(6))

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59- 58045

ARTICLES OF INCORPORATION

OF

DANIA HEIGHTS BAPTIST CHURCH HOLDING COMPANY

(A Corporation Not for Profit)

We, the undersigned members of DANIA HEIGHTS BAPTIST CHURCH, of Dania, Florida, hereby form ourselves and our successors into a corporation not for profit under the corporate name of DANIA HEIGHTS BAPTIST CHURCH HOLDING COMPANY, Dania, Florida, and hereby adopt the following articles of incorporation:

ARTICLE I

The name of this corporation shall be DANIA HEIGHTS BAPTIST CHURCH HOLDING COMPANY, and it is located at Dania, Broward County, Florida.

ARTICLE II

OBJECT

The general nature and object of this corporation is to buy, purchase, own, acquire, by gift, devise, purchase or otherwise, real and personal property, and to build, erect, construct, provide for, maintain and equip suitable buildings, churches, houses, etc., for the benefit, use and occupation of said DANIA HEIGHTS BAPTIST CHURCH, its members and congregation, in maintaining and fostering public worship, and the preaching and teaching of the Word of God and the Gospel of Jesus Christ, and for all other meetings and purposes of the said DANIA HEIGHTS BAPTIST CHURCH, its members and congregation. To build, construct, erect, maintain and equip schools, mission stations and mission churches, pastors' homes and such other houses or equipment as the church may desire for carrying on its work.

To receive, administer, disburse and invest gifts, devises and bequests by or from any persons or corporations.

To issue bonds, notes, debentures and evidences of indebtedness, and to secure the same by mortgage, deed of trust or otherwise.

*Witness my hand and seal this 15th day of...*

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This corporation is organized primarily for the purpose of holding the title to such property or properties as the said DANIA HEIGHTS BAPTIST CHURCH, Dania, Florida, shall, from time to time, purchase or acquire, and it shall have power, from time to time, to make such contracts, and to do such things as shall be authorized and directed by the members of said DANIA HEIGHTS BAPTIST CHURCH, Dania, Florida. This corporation shall have no power to mortgage, sell, encumber, deed or otherwise dispose of or purchase any property without the written consent and direction of the said DANIA HEIGHTS BAPTIST CHURCH, Dania, Florida, evidenced by resolution of said Church duly passed. All instruments, mortgages, deeds, notes and other instruments pertaining to the business of the corporation shall be executed by the president or vice president on behalf of the corporation, and attested by the secretary or assistant secretary of the corporation. Further, the trustees of the corporation shall also join in the execution of all of said instruments.

ARTICLE III

MEMBERSHIP

Section I - Membership: All members in good standing of the Dania Heights Baptist Church, of Dania, Florida, shall be and constitute the members of this corporation.

Section II - Termination of Membership: The membership of any member shall automatically cease and terminate if for any reason his or her membership in the Dania Heights Baptist Church, shall be terminated.

If any membership of a member in this corporation shall be terminated for any reason, such member shall not have any right, ~~title, or interest in~~ or to any of the property of this corporation by virtue of such membership.

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Upon the death of a member of the corporation, the deceased, his or her estate heirs, and assigns shall not have any right, title, or interest in or to the property of this corporation by virtue of such membership.

Section III - Officers: The trustees of this corporation shall consist of five members of the DANIA HEIGHTS BAPTIST CHURCH, Dania, Florida, in good and regular standing in said Church, to be elected by the said Church at its regular business meeting in September of each year, or as soon thereafter as convenient, to serve for a period of one year and until their successors are elected and qualified. If any trustee ceases to be a member of said DANIA HEIGHTS BAPTIST CHURCH, Dania, Florida, in good and regular standing, he shall cease to be a trustee of this corporation, and the vacancy may be filled by the members of said Church at any regular business meetings of said Church, or at a special meeting called for that purpose.

ARTICLE IV

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

ARTICLE V

The names and residences of the subscribers are as follows:

<u>Robert K. Butler</u>	Dania, Florida
<u>Tom C. Sessa</u>	Dania, Florida
<u>Robert E. Erwin</u>	Dania, Florida
<u>Verlon Burrell</u>	Dania, Florida
<u>Lefoy T. Crouch</u>	Dania, Florida
<u>Lang T. Grant</u>	Dania, Florida

ARTICLE VI

The officers of this corporation shall be elected by the members of the corporation, and shall be a President, one or more Vice Presidents, a Secretary and a Treasurer.

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ARTICLE VII

The names of the officers who are to manage the affairs of this corporation until their successors are elected and qualified shall be as follows:

<u>Robert K. Butler</u>	<u>President</u>
<u>Robert E. Erwin</u>	<u>Vice President</u>
<u>Tom C. Sessa</u>	<u>Vice President</u>
<u>Verion Burroff</u>	<u>Secretary</u>
<u>Leroy T. Grouch</u> <i>Leroy T. Grouch</i>	<u>Treasurer</u>

ARTICLE VIII

The by-laws of this Corporation shall be made, altered or amended by the Corporation at any regular meeting, provided that the alteration or amendment has been presented in the church bulletin for eight consecutive weeks, and then only by a three fourths vote of the members present.

ARTICLE IX

The highest amount of indebtedness or liability to which this corporation may, at any time, subject itself shall be the sum of One Million Dollars (\$ 1,000,000.00), provided any such sum or indebtedness shall not exceed two-thirds of the value of the property of the corporation.

This corporation shall have power to bond or mortgage its property in a sum not exceeding One Million Dollars (\$ 1,000,000.00) for the purpose of carrying into effect the objects of its incorporation as set forth in this charter, or for any portion or part thereof.

ARTICLE X

This corporation may hold real estate in the value of One Million Dollars (\$ 1,000,000.00) subject always to the approval of the Circuit Judge.

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REC.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names and affixed their seals at Dania, Florida, this

Robert K. Butler (L.S.)  
Tom C. Sessa (L.S.)  
Robert E. Erwin (L.S.)  
Verdon Burrell (L.S.)  
Leroy T. Crouch (L.S.)

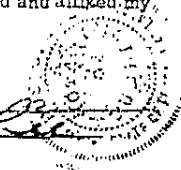
STATE OF FLORIDA )  
  )  
  ss. :  
COUNTY OF BROWARD )

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Robert K. Butler, Tom C. Sessa, Robert E. Erwin, Verdon Burrell and Leroy T. Crouch to me well known to be the persons described in and who executed the foregoing instrument and they duly acknowledged before me that they executed the same for the purposes therein expressed,

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Dania, said County and State, this

Notary Public, State of Florida at Large  
My Commission Expires Mar. 15, 1961  
I need by November 15th & December 1st.

[Signature]  
Notary Public





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IN THE CIRCUIT COURT OF THE  
FIFTEENTH JUDICIAL CIRCUIT  
OF THE STATE OF FLORIDA, IN  
AND FOR BROWARD COUNTY.

IN RE: :  
DANIA HEIGHTS BAPTIST :  
CHURCH HOLDING COMPANY, :  
a corporation not for profit. :

CERTIFICATE OF APPROVAL  
BY JUDGE OF THE CIRCUIT COURT

The undersigned, one of the Judges of the Circuit Court of the  
Fifteenth Judicial Circuit of the State of Florida, in and for Broward  
County, having examined the foregoing application and proposed charter,  
finds that the same is in proper form, and for an object as authorized by  
the relevant statutes of the State of Florida, and hereby approves said  
charter.

Dated at Fort Lauderdale, Florida, this 18<sup>th</sup> day of June,

A. D. 1959.

James H. Walden  
CIRCUIT JUDGE

RECORDED IN OFFICIAL RECORDS BOOK  
OF BROWARD COUNTY, FLORIDA  
FRANK H. MARKS  
CLERK OF CIRCUIT COURT



I hereby certify this document to be a true,  
correct and complete copy of the record  
filed in my office. Dated this 27 day  
of FEB 2003  
Roger Desjarlais, County Administrator  
By [Signature]  
Deputy Clerk

CERTIFICATE OF REINCORPORATION

OF

DANIA HEIGHTS BAPTIST CHURCH HOLDING INC

(A Florida Nonprofit Corporation)

Pursuant to §617.0901, Florida Statutes, this certificate of reincorporation was duly authorized by a meeting of its members regularly called:

ARTICLE I. NAME

The name of this corporation shall be DANIA HEIGHTS BAPTIST CHURCH HOLDING INC

ARTICLE II. DURATION

This corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

ARTICLE III. PURPOSE

This corporation is being formed for the purpose of charitable engaging in the transaction of any and all activities permitted under the laws of Florida and the United States of America. This corporation will engage in religious, charitable, and/or educational purposes, and will not engage in nonexempt purposes.

This corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

This corporation shall be limited in its purposes, objectives and activities as follows:

1. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from

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TALLAHASSEE, FLORIDA

Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

2. Notwithstanding any other provision of these Articles, this corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code 1954 or any other corresponding provision of any future United States Internal Revenue law.

#### ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to nonprofit corporations, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

However, this corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in the applicable sections of the Internal Revenue Code.

#### ARTICLE V. MEMBERSHIP

Any person who agrees to be bound by these Articles of Incorporation, the corporate Bylaws, and any rules and regulations which the Board of Directors may from time to time adopt is

eligible and qualified for membership in this corporation.

The corporate Bylaws may provide the Board of Directors further discretionary powers relating to the admission of members.

ARTICLE VI. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Directors.

ARTICLE VII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VIII. PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be located at 700 South Federal Highway, Dania Beach, Florida 33004.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 1401 East Broward Boulevard, #300, Fort Lauderdale, Florida 33301-2116.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

PERRY W. HODGES, JR., ESQ.

ARTICLE X. INCORPORATOR

The name and street address of the subscriber to these Articles of Incorporation is:

GREG SCHAFFER  
700 South Federal Highway  
Dania Beach, Florida 33004

ARTICLE XI. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein, provided that they are not inconsistent with the provisions of these Articles of Incorporation. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

ARTICLE XII. SPECIAL PROVISIONS

A. In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or the Federal, State, or Local government for exclusive public purpose.

B. This corporation will not, as a substantial part of its activities, attempt to influence legislation.

C. This corporation will not participate to any extent in a political campaign for or against any candidate for public office.

D. This corporation will distribute its income for each tax year at such time and in such manner as not to subject income to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

E. This corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

F. This corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

G. This corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

H. This corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XIII. AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a vote of a majority of the quorum of this corporation's members.

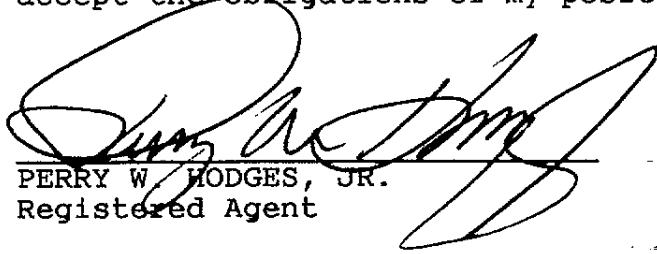
This corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of Florida, have executed these Articles of Incorporation, on the dates indicated next to their signatures.

  
\_\_\_\_\_  
GREG SCHAFFER Subscriber

February 21, 2003

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and

complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



PERRY W. HODGES, JR.  
Registered Agent

February 21, 2003

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TALLAHASSEE, FLORIDA

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