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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/10/

TRANSMITTAL LETTER

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

SUBJECT: ALL GOD'S CHILDREN AND THE LIVING WORD CHURCH
(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: BENJAMIN F TANDY
Name (Printed or typed)

800 BAY DR. #14
Address

NICEVILLE, FL 32578
City, State & Zip

850-897-4219
Daytime Telephone number

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

The undersigned adopts the following Articles for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, and certifies as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
NAME

The name of the Corporation shall be ALL GOD'S CHILDREN AND THE LIVING WORD CHURCH INC. For convenience the Corporation shall be referred to in this instrument as the "Corporation"

Article II
ADDRESS

The address of the initial principal office of the Corporation is 410-G Government Avenue, P.O. Box 632 Valparaiso, Florida 32980.

Article III
PURPOSE

The purpose for which the Corporation is organized is to produce responsible and productive Christian citizens who can provide leadership to our communities.

Article IV
POWERS

The powers of the Corporation shall include and be governed by the following provisions:

A. The Corporation shall have all of the powers conferred upon a not-for-profit Corporation under Florida statutory and common law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles and the Bylaws, including; without limitation, the power to:

(i) manage, control, operate, maintain, repair and improve property for which the Corporation by rule, regulation, covenant or contract has a right or duty to provide such services;

(ii) to enforce covenants, conditions or restrictions affecting any property to the extent the Corporation may be authorized to do so under the Bylaws;

(iii) to engage in activities which will actively foster, promote and advance the common interests of all Members of the Corporation;

(iv) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in arid with real, personal and mixed property of all kinds and any right or interest therein for any purpose of the Corporation, subject to such limitations as may be set forth in the Bylaws;

(v) to borrow money for any purpose, subject to such limitations as may be contained in the Bylaws;

(vi) to enter into, make, perform or enforce contracts of every kind and description and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Corporation, with or in association with any other corporation, association, or other entity or agency, public or private;

(vii) to act as agent, trustee, or other representative of other corporations, firms or individuals, and as such to advance the business or ownership interests in such corporations, firms or individuals;

(viii) to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Corporation.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or there after be permitted by law; the powers specified in each of the paragraphs of this Article IV are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

B. The Corporation shall make no distributions of income to its members, directors or officers.

Article V
MEMBERS

A. The members of the Corporation shall be all those individuals which are accepted into the church in a form all membership capacity. Current membership rolls shall be maintained by the Secretary of the Corporation or their designee.

B. Transfer of membership in the Corporation shall be established by recording in the Corporate records a notice of transfer or termination of membership.

C. The share of a Member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner.

D. Membership in the corporation may be terminated in the manner provided by law, by the articles of incorporation, or by the Bylaws. A termination of membership shall be recorded in the membership book. Unless otherwise provided in the Articles of incorporation or the Bylaws, all the rights and privileges of a member cease on termination of membership.

Article VI
TERM

The Corporation shall be of perpetual duration.

Article VII
PASTOR/PRESIDENT

The presiding pastor of ALL GOD'S CHILDREN AND THE LIVING WORD CHURCH will serve as President and general overseer of the corporation:

NAME	ADDRESS
Benjamin F. Tandy	800 Bay Dr Niceville, Florida 32578

(850) 897-4219

Article VIII
OFFICERS

The Corporation/Church officers will consists of Deacons, Deaconesses, and Trustees; for the purpose of assisting the Pastor in ministry and overseeing the congregation.

Article IX
DIRECTORS

A. The affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The initial Board of Directors shall consist of five (5) directors. The number of directors may be increased or decreased, but never fewer that three (3), in accordance with the Bylaws, by the Board of Directors.

B. The names and addresses of the members of the initial Board of Directors, Who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

NAMES	ADDRESSES
Renard Johnson	122 NE Monahan Dr Fort Walton Beach, Florida (850) 862-5801
Wilborn M. McCrary, Jr.	103-A Aspen Eglin AFB, Florida 32542 (850) 803-9200
Eddie J. Stokes	1325 Blueberry Ln Fort Walton Beach, Florida (850) 862-7934
Marty Hart	122 Claire Dr Crestview, Florida 32536 (850) 689-8067
Brenda Wheeler	60 Poquito Rd Shalimar, Florida 32579 (850) 651-2954

C. The method of election, removal and filling of vacancies on the Board of Directors and the term of office of directors shall be as set forth in the Bylaws.

D. The Board may designate its operating authority to such corporation individuals and committees as it, in its discretion, may determine.

E. A director may be removed from office pursuant to procedures provided in the articles of incorporation or the bylaws, which shall provide he following, and if they do not do so, shall be deemed to include the following:

(i) Any member of the board of directors may be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the membership.

(ii) The notice of a meeting of the members to recall a member or members of the board of directors shall state the specific directors to be removed.

(iii) A proposed removal of a director at a meeting requires a separate vote for each board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each board member to be removed.

(iv) If removal is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting.

(v) Any director who is removed from the board shall not be eligible to stand for reelection until the next annual meeting of the members.

(vi) Any director removed from office shall turn over to the board of directors within 72 hours any and all records of the corporation in his/her possession.

Article X
ARTICLES OF FAITH

A. INSPIRATION OF THE HOLY SCRIPTURES: We believe in the verbal inspiration of the Bible, both Old and New Testaments (II Timothy 3:16; Hebrews 4:12; I Peter 1:23-25; II Peter 1:19-21).

B. GOD: We believe in one God revealed in three persons: The Father, the Son, and the Holy Ghost (Matthew 3:16,17;28:29; John 17).

C. MAN: We believe that man, in his natural state, is a sinner lost, undone, without hope, and without God (Romans 3:19-23; Galatians 3:22; Ephesians 2:1,2,12).

D. DIVINITY AND HUMANITY OF CHRIST JESUS: We believe in the saving power of the Blood of Jesus and His imputed righteousness (Acts 4:12; Romans 4:1-9; 5:1-11/ Ephesians 1:3-15).

E. BLOOD ATONEMENT: We believe in the saving power of the Blood of Jesus and His imputed righteousness (Acts 4:12; Romans 4:1-9; 5:1-11; Ephesians 1:3-15).

F. ASCENSION: We believe that Christ Jesus ascended to the Father and is presently engaged in building Heaven and interceding for the saints (John 14:1-6; Romans 8:34).

G. SECOND COMING: We believe in the visible, bodily return of Christ Jesus to this earth to rapture His Church (Bride) and judge the world (Acts 1:10,11; I Thessalonians 4:13-18; II Thessalonians 1:7-10; James 5:8; Revelation 1:70).

H. SALVATION: We believe that the terms of salvation are repentance toward God for sin, and a personal heartfelt faith in the Lord Jesus Christ, which results in regeneration of the person. This salvation is entirely by grace of our Lord and not of works. Works are excluded except as FRUIT of salvation (Acts 3:19,20; Romans 4:1-5; 5:1; Ephesians 2:8-10).

I. LOCAL CHURCH: We believe the Church of the Lord Jesus Christ is a Body of believers who have been baptized in the Name of the Father, Son, and Holy Ghost; who are under recognized, delegated authorities; and who assemble to worship, carry forth the Great Commission, and minister as the Holy Ghost leads (Matthew 16:18; 28:19,20; Acts 2:40-47; 20:28; Ephesians 5:22; I Timothy 3:15).

J. ORDINANCES: We believe that the two ordinances of the Church are Water Baptism and the Lord's Supper:

(i) Water Baptism: Immersion in water in the Name of the Father, Son, and Holy Ghost (Matthew 3:15,16; 28:19,20; Acts 8:38; Romans 6:1-4). A symbol of identification with Jesus Christ in His death, burial, and resurrection.

(ii) Lord's Supper: A memorial of the death, resurrection, and Second Coming of our Lord Jesus Christ (Luke 22:13-20).

K. PRIESTHOOD OF BELIEVERS: We believe that each believer is a priest of the Lord (Revelation 1:6) and has direct access to the Father through the Lord Jesus Christ. Each person must believe for himself/herself, be baptized for himself/herself, obey for himself/herself, and answer to their Creator for himself/herself.

L. HOLY SPIRIT: We believe the Holy Spirit to be the third person of the trinity whose purpose in the redemption of man s to convict men of sin, regenerate the repentant believer, guide the believer into ALL truth, indwell and give gifts to believers as He wills, that they may minister as Christ would to men (I Corinthians 12:8-11, Luke 11:13; John 7:37-39; 14:16,17; 16:7-14).

M. DIVINE HEALING: We believe that God has used doctors, medicine, and other material means for healing; but divine healing was also provided for in the Atonement (Isaiah 53:5) and may be appropriated by laying of hands by elders (James 5:14-16), laying on of hands by the believer (Mark 16:18), by prayer of an anointed person gifted for healing the sick (I Corinthians 12:9), or by a direct act of receiving this provision by faith (Mark 11:23).

Article XI
BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws:

A. The Bylaws of the Corporation may be altered, amended, or rescinded by two-Thirds vote of the Board of Directors.

B. The Articles governing the Corporation may be altered, amended, or rescinded by two-thirds vote of the Board of Directors.

C. The Pastor/President of the Church/Corporation has the final approval or veto of any changes to Articles or Bylaws.

Article XII
LIABILITY OF DIRECTORS

To the fullest extent that the Florida Not For Profit Corporation Act, at it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment of repeal.

Article XIII
AMENDMENTS

Amendments to these Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes. My proposed amendment must be approved by Members representing 75% of the total membership in the Corporation.

Article XIV
DISSOLUTION

The Corporation may be dissolved only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Members representing 75% of the total membership in the Corporation. Upon dissolution of the Corporation, any remaining real property assets of the Corporation shall be dedicated to an appropriate no-profit entity to be used for purposes similar to those for which the Corporation was created. In the event that such dedication is refused, such assess shall be granted, conveyed and assigned to any nonprofit corporation, association, trusts or other organization to be devoted to such similar purposes.

Article XV
INCORPORATOR

The name of the incorporator of the Corporation is Benjamin F. Tharp whose address is:

800 Bay Dr. #14
Niceville, FL 32578

Article XVI

REGISTERED AGENT AND OFFICE

The initial registered office of the Corporation is BENJAMIN F TABY and the initial registered agent as such address is 800 BAY DR #14 NICEVILLE FL 32578

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3RD day of DEC 2003.

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2004 FEB -2 P 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA