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TALLAHASSEF FINITE

## **COVER LETTER**

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

SUBJECT: David W Fletcher Sr. Ministries, Inc. (PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)				
	(PROPOSED CORPORATI	E NAME – <u>MUST INCLU</u>	<u>DE SUFFIX</u> )	
F 1 1/2				
Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for:				
☐ \$70.00 Filing Fee	Status	S78.75 Filing Fee & Certified Copy	\$87.50 Filing Fee, Certified Copy & Certificate	
	•	ADDITIONAL COPY REQUIRED		
FROM: David W. Hetcher Sr.  Name (Printed or typed)				
FROM:	David W. Hetch	er Sr. nted or typed)	-	

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



## FLORIDA DEPARTMENT OF STATE Division of Corporations

December 28, 2006

DAVID W. FLETCHER, SR. 4941 NW 17TH COURT LAUDERHILL, FL 33319

SUBJECT: DAVID W FLETCHER SR. MINISTRIES, INC.

Ref. Number: W06000055409

We have received your document for DAVID W FLETCHER SR. MINISTRIES, INC.. However, the document has not been filed and is being returned for the following:

Please complete Article(s) I, II, III, IV and VII.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole Document Specialist New Filing Section

Letter Number: 206A00072845

TALLAHASSEE FLORINATION OF STATE

# ARTICLES OF INCORPORATION

### DAVID W. FLETCHER SR. MINISTRIES, INC.

The undersigned incorporator(s), a natural person 18 years of age or older, in order to form a corporate entity adopts the following articles of incorporation.

#### ARTICLE I NAME/ PRINCIPAL OFFICE

The name of this corporation shall be David W. Fletcher Sr. Ministries, Inc. The principal office address is 4941 NW 17<sup>th</sup> Court Lauderhill, FL 33313. The mailing address of this Corporation is 4941 NW 17 Court Lauderhill, FL 33313

## ARTICLE II PURPOSES OF THE CORPORATION

This corporation is organized exclusively for religious, charitable, scientific and educational purposes, more specifically to promote Christianity. The corporation shall provide religious and charitable services in the manner that is beneficial to the public interest namely:

- (1) To operate a non-profit Church, Christian daycare, promote Christianity with biblical applications and bible based teachings, to institute community development programs, cultural identification and awareness, educational support and maintenance, economic revitalization, housing assistance, debt management, mentoring, youth services and counseling; edification of the body of Christ and proclaiming the Good News of Jesus Christ in and around the United States and to the very ends of the Earth. To encourage Christians in the living of their faith in accordance with God's Holy Word by example, teaching and exhortation.
- (2) The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of Florida non-profit corporations, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that this corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.
- (3) Notwithstanding any of the above statements of purposes and power, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

To this end, the corporation shall at all times be operated exclusively for religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 2001, as now enacted or hereafter amended, 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 2001, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

## ARTICLE III PROHIBITIONS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

- 1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.
- 2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- 3. 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 federal income tax under Section 501(c)(3) of the Internal Revenue Code of 2001, as now enacted or hereafter amended, (b) by a corporation, contributions to which are deductible under section 170 (c) (1) or (2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

# ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The directors shall be elected or appointed by a majority vote of the members of the corporation.

## ARTICLE V PRESIDENT

The initial president of the corporation shall be the following named person whose address shall be the same as the initial principal office of the corporation as set forth in Article II hereof: David W. Fletcher Sr.

### ARTICLE VI DURATION/TERM OF EXISTENCE

The duration of the corporation's existence shall be perpetual and shall commence of the date these articles are filed.

#### ARTICLE VII CAPITAL STOCK

The corporation shall have no capital stock and shall be composed of members rather than shareholders.

## ARTICLE VIII MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have one or more classes of members, as provided in the corporation's bylaws. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

OR

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is <u>four</u>, their names and addresses being as follows:

# Name Address

Missionary Martha Walker 1502 SW 3<sup>rd</sup> Avenue Dania, FL 33004

Deacon Cardell Fleming 2856 Funston Street, Hollywood, FL 33020

Superintendent David W. Fletcher Sr. 4941 NW 17<sup>th</sup> Court Lauderhill, FL 3313

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly appointed or elected and qualified, or removed as provided in the bylaws.

#### ARTICLE IX PERSONAL LIABILITY

No (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

#### ARTICLE X EFFECTIVE DATE

These articles of incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE XI AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the members, and approved to a member's meeting by a majority of the members, unless all directors and all members sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

### ARTICLE XII IDEMINIFICATION

The Corporation shall indemnify a director of the Corporation who was wholly successful, on merits or otherwise, in the defense of any proceeding to which the director or officer was a party because a director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding.

The Corporation may indemnify an individual made a party to a proceeding because the individual made a party to a proceeding because the individual is or was a director, officer, employee, or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee, or agent, as the case may be, is permissible in the circumstances because the director, officer, employee, or agent has met the standard of conduct set forth by the Board of Directors.

The indemnification and advancement of attorney fees and the expenses for directors, officers, employees and agents of the corporation shall apply when such persons are serving at the corporations request while a director, officer, employee, or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee, benefit plan or other enterprise, whether or not for profit, as well as in their official capacity.

The Corporation may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee, or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding.

The Corporation may also purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is a director, officer, employee, or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be severable and provisions remaining shall not be otherwise

of the attorney fees or expenses shall be severable and provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include their heirs, estates, executors, administrators, and personal representatives of such persons.

#### ARTICLE XIII COVENANT NOT TO SUE

The corporation agrees that it will never institute any action or suit at law or in equity against any director or officer of the corporation, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of any damage loss or injury either to person or property, or both, whether developed or undeveloped, resulting or to result, known or unknown, past present, or future, arising out of a director or officer of the corporation's service to the corporation.

### ARTICLE XIV DEDICATION AND DISTRIBUTION OF ASSETS

Assets of the corporation are permanently dedicated to the furtherance of the specified exempt purposes set forth in Article

# ARTICLE XV DISSOLUTION

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In non case shall a disposition be made which would not qualify as a charitable contribution under Section 501(c) 3 of the Internal Revenue Code of 2001, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

#### ARTICLE XVI COPORATION SEAL

The seal of the corporation shall be as particularly shown in the following impression:

## ARTICLE XVII INCORPORATOR (S)

The incorporator(s) of this corporation is/are: Frankie Walls

The undersigned incorporator(s) certifies that she/he/they execute(s) these articles for the purposes herein stated. In Witness Whereof, we have hereunto set our hand and the seal acknowledged and filed the foregoing Articles of Incorporation for David W. Fletcher Sr. Ministries, Inc. a nonprofit religious and charitable organization, under the laws of the state of Florida this 3<sup>rd</sup> day of October 2007.

Subscriber/Incorporator

Frankie Walls

5285 NW 70<sup>th</sup> Avenue Lauderhill, FL 33319

David W. Fletcher Sr.

Hayl NW 19th Court

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

10/1/08

Date

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