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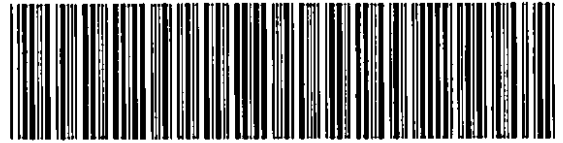
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T. SCOTT



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TALLAHASSEE, FLORIDA

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MIDDLEBROOK & GOODSPEED  
**MGLAWTEAM**

**CHURCH  
LAWYERS**



**MARK FRANCIS JUBA**  
*Attorney and Counselor at Law*  
[mark@mglawteam.com](mailto:mark@mglawteam.com)

June 25, 2018

Attn: Tyrone Scott  
Division of Corporations  
Florida Department of State  
PO Box 6327  
Tallahassee FL 32314  
**VIA Fax - 432-266-8294**

Re: Vintage Etc., Inc. Incorporation - W18000052055

Dear Mr. Scott,

Thank you for speaking us our team last week. Per our discussion and the attached letter, we just received today, please find revised Articles of Incorporation for Vintage Etc., Inc.

Thank you in advance for your assistance in this matter.

Sincerely,  
**MIDDLEBROOK & GOODSPEED, PLLC**

MARK FRANCIS JUBA  
FOR THE FIRM

MFJ/mnc

Enclosures, as stated





FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 4, 2018

STEVEN D. GOODSPEED  
P.O. BOX 660675 #50914  
DALLAS, TX 75266

SUBJECT: VINTAGE ETC., INC.  
Ref. Number: W18000052055

We have received your document for VINTAGE ETC., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return the corrected 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) 245-6052.

Tyrone Scott  
Regulatory Specialist II  
New Filings Section

Letter Number: 018A00011524

**VINTAGE ETC., INC.  
Articles of Incorporation**

Vintage Etc., Inc. (the "Corporation") hereby adopts the following Articles of Incorporation for such Corporation pursuant to the provisions of The Florida Not For Profit Corporation Act, Fla. Stat. §§ 617.01011 through 617.221, as amended (the "Act").

**ARTICLE 1  
NAME AND PRINCIPAL OFFICE**

The name of the Corporation is Vintage Etc., Inc. The current principal office of the Corporation in the State of Florida shall be located at 5101 Van Dyke Rd., Lutz, Florida 33558.

**ARTICLE 2  
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Act and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986").

**ARTICLE 3  
AUTONOMY**

The Corporation, as a ministry, is autonomous and maintains the right to govern its own affairs, independent of any denominational or associational control. Recognizing, however, the benefits of cooperation with other churches and ministries and otherwise, this Corporation may voluntarily affiliate with Grace Family Church of North Tampa, Inc., and any churches and ministries of like precious faith.

**ARTICLE 4  
DURATION**

The period of the Corporation's duration is perpetual, notwithstanding subsequent action by the Board of Directors of the Corporation.

**ARTICLE 5  
PURPOSES**

The Corporation is formed for any lawful purpose or purposes not expressly prohibited under the Act. The Corporation is organized and shall be operated exclusively

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for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

(a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate formation, of a church, ministry, charity, school, eleemosynary institution, or community development corporation, without limitation.

(b) To demonstrate the abiding love of Christ in the community by collecting, sorting, and selling both used and new materials through thrift store operations.

(c) To wisely use God's abundant gifts and resources by recycling and selling salvaged household materials to the community.

(d) To Distribute funds to qualified nonprofit corporations organized under Section 501(c)(3) of the Internal Revenue Code of 1986 that are engaged in transformational ministry and mission programs to unreached people groups worldwide.

(e) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.

(f) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(g) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

## **ARTICLE 6 POWERS AND RESTRICTIONS**

Except as otherwise provided in these Articles of Incorporation and in order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The powers of the

Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) The Corporation shall not pay dividends and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in this Articles of Incorporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Corporation is in any one (1) year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

## **ARTICLE 7 DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the Board of Directors of the

Corporation which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

**ARTICLE 8  
MEMBERSHIP**

The Corporation shall have no corporate members. The Corporation is a ministry and the management of its affairs shall be vested in its Board of Directors in the absence of an express provision to the contrary in the Bylaws.

**ARTICLE 9  
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 5101 Van Dyke Rd., Lutz, Florida 33558. The name of the registered agent at this office is Craig Altman.

**ARTICLE 10  
BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Corporation is vested in the Board of Directors of the Corporation. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors shall consist of at least three (3) persons. The number of Directors may be increased or decreased pursuant to the Bylaws; however, the number of Directors may not be decreased to less than three (3) persons. Directors need not be residents of Florida. The initial Board of Directors shall consist of at least three (3) persons.

**ARTICLE 11  
LIMITATION ON LIABILITY OF DIRECTORS**

A Director is not liable to the Corporation or members for monetary damages for an act or omission in the Director's capacity as Director except to the extent otherwise provided by a statute of the State of Florida.

**ARTICLE 12  
INDEMNIFICATION**

Except as may be defined and limited by the Bylaws, the Corporation may, but is not required to, indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation. The Corporation may provide a trust fund, insurance, or other arrangement to effectuate this Article 12.

**ARTICLE 13  
CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**ARTICLE 14  
AMENDMENT**

These Articles of Incorporation may be amended by a vote of two-thirds (2/3) of the members of the Board of Directors.

**ARTICLE 15  
INCORPORATOR**

The name and street address of the Incorporator is:

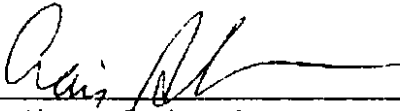
<u>Name of Incorporator</u>	<u>Address</u>
Michael Call	5101 Van Dyke Rd. Lutz, Florida 33558

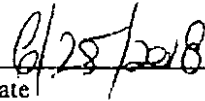
The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. I execute these Articles of Incorporation on this 22<sup>nd</sup> day of June 2018.

  
 \_\_\_\_\_  
 Michael Call, Incorporator



*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Craig Altman, Registered Agent

  
\_\_\_\_\_  
Date