

N 22000006804

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

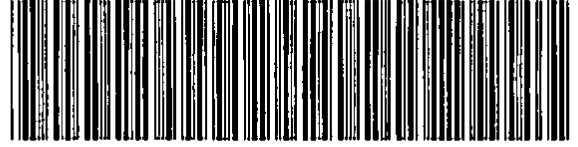
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

T. SCOTT,  
JUN 17 2022

C



400388210504

05/25/22--01018--019 \*\*78.75

CABLE AND/OR VIDEO  
FRANCHISING  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

2022 MAY 25 AM 9:56

FILED

# CRAMER, PRICE & de ARMAS, P.A.

ATTORNEYS AT LAW

1420 EDGEWATER DRIVE, SUITE 200  
ORLANDO, FLORIDA 32804

CHARLES W. CRAMER\*  
R. DAVID DE ARMAS  
STEPHEN H. PRICE\*\*

(407) 843-33  
FAX (407) 843-63  
WWW.CRAMEPRICE.CC

\*Also admitted in Georgia  
\*\* Board Certified in Adoption Law

Of Counsel: Philip A. The  
(1939-20

May 20, 2022

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

Re: Discovery Church Properties, Inc.

To Whom It May Concern:

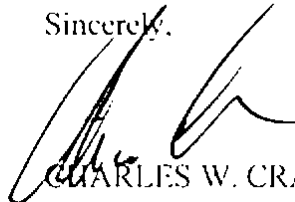
I am enclosing herewith the following items regarding the incorporation of the above referenced corporation, to wit:

1. Original and one copy of Articles of Incorporation;
2. Registered Agent Certificate; and
3. A check payable to the Secretary of State in the amount of \$78.75.

Please file these documents on our behalf and remit the Certificate of Status to the undersigned.

Thank you in advance for your cooperation.

Sincerely,



CHARLES W. CRAMER

CWC/eb  
Enclosures  
cc: Discovery Church Properties, Inc.

FILED

2022 MAY 25 AM 9:56

CABLE AND/OR VIDEO  
FRANCHISING  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
DISCOVERY CHURCH PROPERTIES, INC.**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a Corporation for non-profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I: NAME**

The name of this Corporation shall be Discovery Church Properties, Inc.

**ARTICLE II: PRINCIPAL OFFICE**

The principal office of this Corporation shall be located at 881 Sand Lake Rd, Orlando, FL 32809.

**ARTICLE III: PURPOSE**

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and in particular:

1. to operate exclusively for the benefit of Discovery Church, Inc.;
2. to assist in and contribute to the growth and development of the ministries and activities of Discovery Church, Inc.;
3. to own, manage and operate the real property used by Discovery Church, Inc.;
4. to make distributions to Discovery Church, Inc. for its religious, charitable and educational purposes, determined from time to time by the Board of Directors of the

Corporation, in their sole and exclusive discretion; and

5. to engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

#### **ARTICLE IV: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 1420 Edgewater Drive, Suite 200, Orlando, Florida, 32804. The name of the initial registered agent of this Corporation at that address is Charles W. Cramer.

#### **ARTICLE V: RESTRICTIONS**

A. No Private Inurement. No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons; except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. The Corporation shall not have capital stock or shareholders.

B. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

C. No Political Campaigning. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

D. Irrevocable Dedication. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

## **ARTICLE VI: DIRECTORS**

A. Number. The Directors of the Corporation shall consist of not fewer than three (3) Directors and not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

B. Initial Directors. The initial Board of Directors are as follows:

Robert Harrell  
881 Sand Lake Rd  
Orlando, Florida 32809

Scott Gentry  
881 Sand Lake Rd  
Orlando, Florida 32809

Scott Joellenbeck  
881 Sand Lake Rd  
Orlando, Florida 32809

C. Powers. The Board of Directors shall govern the Corporation, and shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.

D. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

E. Election. The method of electing the Board of Directors shall be contained in the Bylaws.

## **ARTICLE VII: INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Charles W. Cramer, Esq.  
1420 Edgewater Drive  
Suite 200  
Orlando, Florida 32804

### **ARTICLE VIII: DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed to Discovery Church, Inc., a Florida non-profit corporation, and if Discovery Church, Inc. has ceased to exist as an incorporated entity or is no longer an entity described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, then 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 or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

### **ARTICLE IX – MEMBERS**

The sole voting member and the sole member of the Corporation shall be Discovery Church, Inc.

### **ARTICLE X – POWERS**

A. **General.** The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

B. **Restrictions.** Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a Corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as trustee.

#### **ARTICLE XI – LIMITATION OF LIABILITY**

A. Limitation. The personal liability is hereby eliminated entirely of a director to the Corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Florida Chapter 617, as amended; (iv) for any transaction from which the director derived an improper personal benefit; or (v) for any excise tax prescribed by Internal Revenue Code, Sections 4940 through 4945 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Corporation from providing insurance in connection with such excise taxes).

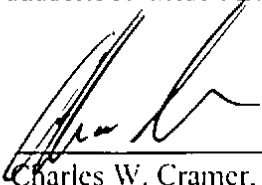
B. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of the Articles of Incorporation when such provision becomes effective.

C. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by ninety percent (90%) of the

directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation on personal liability provided herein.

D. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

The undersigned incorporator has made and subscribed these Articles of Incorporation this 20 day of May, 2022.

  
\_\_\_\_\_  
Charles W. Cramer, Incorporator



**ACCEPTANCE AS REGISTERED AGENT**

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, §617.0503 of the Florida Statutes.

Done this 20 day of March, 2022.

  
\_\_\_\_\_  
Charles W. Cramer, Registered Agent