

N46408

Requester's Name

Agaye Ministries Of Cocoa Beach Florida, Inc.
200 International Drive, #407
Cape Canaveral, Fl 32920

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-02/25/02--01098--028
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 18 PM 3:17

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Amend. & N/C

V SHEPARD MAR 19 2002

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 6, 2002

AGAPE MINISTRIES OF COCOA BEACH, FL., INC.
200 INTERNATIONAL DR., #407
CAPE CANAVERAL, FL 32920

SUBJECT: AGAPE MINISTRIES OF COCOA BEACH, FLORIDA, INC.
Ref. Number: N46408

We have received your document for AGAPE MINISTRIES OF COCOA BEACH, FLORIDA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation. *See page 3, ARTICLE 6, LINE #1.*

If you wish to change the registered the change must be stated in the articles of amendment with the new registered agents name and address listed. *SEE PAGE 8, ARTICLE X11*

Florida nonprofit corporations are required to have at least 3 directors or trustees. Please place the letter "D" or "T" beside the names and business addresses of each director or trustee. *SEE PAGE 4, ARTICLE VII*

Please contact the undersigned before making corrections or returning your document to this office. *3/10/02*

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return 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) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 402A00013552

RECEIVED
02 MAR 18 AM 8:22
DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 18 PM 3:17

Agape Ministries of Cocoa Beach, Florida, Inc.
(present name)

N46048
(Document Number of Corporation)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendments to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, OR ADDED, OR DELETED.)

Article I – XII are amended by the attached Articles Of Amendment (Articles I – XII).

Articles VIII – XVI are deleted.

SECOND: The date of adoption of the amendment(s) was: 14 February, 2002

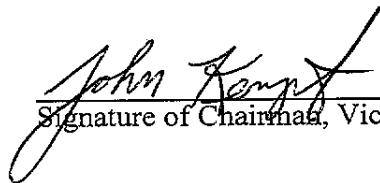
THIRD: Adoption of Amendment(s) (check one)

☐

The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment(s) was sufficient for approval.

☒

There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

John Kempf

Typed or printed name

President
Title

14 February, 2002
Date

Articles Of Incorporation Of *Solomon's Porch Christian Fellowship, Inc.*

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a non-profit corporation under the laws of the State of Florida.

ARTICLE ONE - NAME

The name of this corporation is Solomon's Porch Christian Fellowship, Inc.

ARTICLE TWO - PURPOSE

This organization is formed and operated *exclusively for federal tax exempt purposes, such as religious, charitable, and educational purposes.*

Accordingly, through *speech, assembly, and association*, this corporation is formed for the purpose of promoting the Gospel of the Lord Jesus Christ as recorded in the four Gospels and by the writers of the Epistles of the New Testament. To promote, encourage and maintain good works by cooperative efforts with others who believe the Gospel of the Lord Jesus Christ. To assist in the organization, establishment, and maintenance of local groups who are also believers in the Gospel of the Lord Jesus Christ; to assist, promote and further the work of the Gospel in the United States, Canada, and other foreign countries, and to attain its purposes by the publication and circulation of Christian literature of any and all types; literature defined to include written materials, tape recordings, and audio and audio-visual means of communications.

To engage in the promotion of evangelism, the establishment and maintenance of and means for Bible study; to encourage personal evangelism and discipleship and to engage and assist in the founding and activities of Christian churches. To conduct religious meetings; to give instructions in religious matters; to maintain and operate branches thereof; to practice the tenants of Christianity. To cooperate with other religious organizations which desire to sponsor or assist this corporation in its evangelical work. To establish the teaching of Christian doctrine for the purpose of preparing individuals for religious work; pastoral and ministerial activities. To take affirmative action toward solving problems and fostering, encouraging, and promoting activities which will improve the temporal and/or spiritual well being of the human race. To assist in preserving the United States Constitution and the Bill of Rights; and thus to preserve freedom therein to establish and further the Kingdom of God in this country and on this earth.

ARTICLE THREE - POWERS

The corporation shall have the power to have succession by its corporate name in perpetuity; to sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person. To adopt and use a common corporate seal and alter the same provided, however, that such seal shall always contain the words "corporation not for profit." To elect or appoint and/or ordain such officers and agents for the work of the Gospel ministry as its affairs shall require. Those officers and agents who are either elected, appointed and/or ordained for service shall be allowed reasonable compensation as the affairs of the corporation allow for; and shall be permitted to adopt, change, amend, and repeal by-laws not consistent with the laws of the state of Florida, or the United States of America or with these Articles of Incorporation in the manner hereafter provided for in the administration of the affairs of the corporation and the exercise of its corporate powers to; increase or decrease the number of its Corporate Officers in the manner as shall be provided for in the by-laws, provided that the number of Corporate Officers shall not be less than three individuals, but may be any number in excess thereof; to make contracts and incur liabilities, borrow money at such rate of interest as the corporation may determine, issues its notes, bonds, and other obligations by mortgage or pledge of all or any of its property, franchises, or income; to conduct its affairs, carry on its operations, and to have officers and exercise the powers granted by the laws of Florida in any state, territory, district, or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, hold, own, improve, use or otherwise deal with real or personal property or any interest therein wherever situated. To acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any other licenses and other rights or interests thereunder or therein. To convey, sell, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets. To purchase, take, receive, subscribe, or otherwise acquire, hold, own, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of or otherwise use and deal in and with, shares and other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit; associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state territory, governmental district, municipality or any instrumentality thereof. To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real property and personal property as security for the payment of funds so loaned or invested. *Make donations for individual and the public welfare, for religious, charitable, scientific, educational or other similar purposes.* To engage in cooperative buying of consumer goods for the purpose of distributing the same without profit to the corporation; and to have and exercise all powers necessary or convenient to effect any or all the purposes for which the corporation is organized.

Notwithstanding any other provisions of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any other future United States Internal Revenue Law or (b) 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.

ARTICLE FOUR - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE FIVE - CORPORATE OFFICERS

Corporate Officers: Business affairs of the corporation shall be managed by the Corporation Officers who will function as outlined in the by-laws of the corporation, *which shall consist of not less than three members*; members whose number shall be the original number of corporate officers, and may be in excess of three as shall be determined in the By-laws of the corporation. Corporate Officers hold office until their successors are selected and qualified as specified in the by-laws.

The Officers of the corporation shall consist of: a President, a term hereafter synonymous with Senior Elder/Pastor, herein and in the By-laws. The President shall also serve as the Chairperson of all committees and boards, a Vice President, a Secretary/Treasurer, and as many others as necessary to serve as Corporate Officers in order to administer the affairs of the corporation. Provisions for meetings of the Corporate Officers shall be provided for in the by-laws.

ARTICLE SIX - BOARD OF ELDERS

BOARD OF ELDERS: The Board of Elders shall be three (3) in number. Filling vacancies on the board of Elders, as well as increasing the number of people to serve on the board will be accomplished as outlined in the Church Constitution/By-laws. The Board of Elders shall be directly responsible to the President of the Corporation in all matters relating to the discharge of their duties and responsibilities as outlined in Article 6 of the Church Constitution/By-Laws. Provision for acceptance to the Board of Elders and for their meetings shall also be made in the Church Constitution/By-Laws.

ARTICLE SEVEN - CORPORATION OFFICERS

<u>Office</u>	<u>Name</u>	<u>Address</u>
(D) President/Pastor	John Kempf	2350 Honeybrook Creek Drive Melbourne, FL 32935
(D) Vice President	Donald Pitstick	200 International Drive, #407 Cape Canaveral, FL 32920
(D) Secretary/Treasurer	Carol Klein	113 Antigua Drive Cocoa Beach, FL 32931

ARTICLE EIGHT - BY-LAWS

Section 1. By-laws not in conflict with the laws of the State of Florida or the United States of America or these Articles of Incorporation, may be adopted, amended, or supplemented by a majority vote of voting members in a general or special meeting. The voting membership shall consist only of the Board of Elders. The Senior Elder/Pastor is the final approving authority for all amendments or supplements to the by-laws of the corporation.

Section 2. Initial adaptation of the by-laws shall be by a majority vote of the Corporation Officers at a regular or special meeting called for that purpose. Thereafter, the Board of Elders may request that the by-laws of the corporation be altered, or rescinded. Such requests can be approved by a two-thirds vote of the Corporation Officers present at a special meeting held for that purpose or at any of the regular meetings, a quorum being present, provided that notice of the time, place, date, and proposed amendment(s) shall be given as provided in the by-laws initially established and further provided that the proposed change to the by-laws shall have first been reviewed by the Corporation Officers and then voted upon by the same. The Senior Elder/Pastor shall be the final approving authority for adaptation of these by-laws and will possess veto power over all matters relating to the approval or rejection, in part or in full, of the corporation by-laws.

ARTICLE NINE - AMENDMENTS

These Articles of Incorporation may be amended in the manner prescribed by law and herein. Amendments may be proposed and adopted by two-thirds vote of the total number of Corporation Officers present, at a regular or special meeting called for that purpose. A quorum being present, provided written notice of the time, place and proposed amendment has been mailed to the last known address of each Corporate Officer at least ten days before such meeting and further provided that each proposed amendment has the final approval of the Senior Elder/Pastor.

ARTICLE TEN - DISSOLUTION

This corporation may dissolve and wind up its affairs upon the adoption of a resolution to dissolve and wind up its affairs by a majority vote of the Corporation Officers, upon such a resolution adopted and submitted in a meeting duly assembled after proper notice at which a quorum is present of the persons who are First Officers.

The provisions of Section 617.05, Florida Statutes, relating to the dissolution of a corporation not for profit in the state shall be complied with.

The assets of this corporation in the process of dissolution shall be applied and distributed as follows: (a) all liabilities and obligations of this corporation shall be paid, satisfied, and discharged or adequate provision shall be made therefore; (b) assets held by the corporation upon

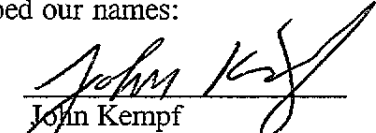
condition requiring return, transfer, or conveyed in accord with such requirements; (c) the remaining shall be transferred or conveyed to an organization not for profit which shall qualify under the Internal Revenue Code or the United States of America to be exempt from income taxation as shall be selected and named by the Senior Elder/Pastor in the resolution proposing dissolution of the corporation; (d) *no part of the assets of this corporation shall be distributed to, or inure to, the benefit of any private individual member or Elder, including the Senior Elder/Pastor of this corporation by reason of dissolution.*

Notwithstanding any other provision of these articles, 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 Internal Revenue Code or to the Federal, State, or local government of exclusive public purpose.

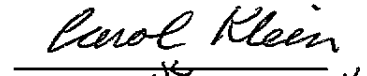
ARTICLE ELEVEN - SUBSCRIBERS

The names and resident addresses of the subscribers to these Articles of Incorporation are: John Kempf, 2350 Honeybrook Creek Drive, Melbourne, FL 32935, Donald Pitstick, 200 International Drive, #407, Cape Canaveral, FL 32920, and Carol Klien, 113 Antigua Drive, Cocoa Beach, FL 32931

In witness whereof we have hereunto subscribed our names:


John Kempf

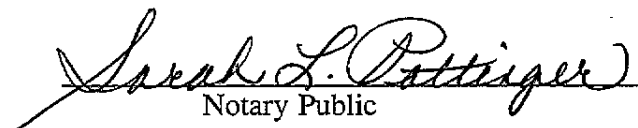

Donald Pitstick


Carol Klien ^{ck} Klein ^{ck}

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgement, personally appeared Donald Pitstick, John Kempf, and Carol Klien known to be the persons described in and who executed the foregoing instrument and acknowledged before me that they executed the same for the purpose therein contained.

WITNESS my hand and official seal in said state and county the 14th day of February, 2002.


Notary Public

 Sarah L. Pottinger
My Commission CC843351
Expires June 28, 2003

My Commission Expires :
June 28, 2003

ARTICLE XII - REGISTERED AGENT

I have agreed to receive any papers and act as Registered Agent for Solomon's Porch Christian Fellowship, Inc., 200 International Drive, #407, Cape Canaveral, FL 32920

Nathaniel L. Basa

Nathaniel L. Basa
1060 Riverdale Dr.
Melbourne, FL 32935

The address of Solomon's Porch Christian Fellowship, Inc., 200 International Drive, #407 Cape Canaveral, FL 32920. The address of the corporation's Registered Agent is 1060 Riverdale Drive, Melbourne, FL 32935.