

TRANSMITTAL LETTER
N96000001436

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

SUBJECT: WHOLE ARMOUR BAPTIST CHURCH
(Proposed corporate name - must include suffix)

700001739447
-03/12/96--01042--010
*****78.75 *****78.75

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

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: REV. BURTON W. GUSTAFSON
Name (Printed or typed)

2878 REGAS DRIVE WEST
Address

ATLANTIC BEACH, FL 32233
City, State & Zip

904-249-2088 OR 904-631-1692
Daytime Telephone number

MAR 15 1996 BSE

FILED
96 MAR 11 PM 1:26
STATE OF FLORIDA
TALLAHASSEE

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

FILED

**ARTICLES OF INCORPORATION
OF**

96 MAR 11 PH 1:26

WHOLE ARMOUR BAPTIST CHURCH OF ATLANTIC BEACH, FLORIDA, INC.
TALLAHASSEE, FLORIDA

A CORPORATION NOT FOR PROFIT

ARTICLE ONE. NAME.

The name of this corporation is:

WHOLE ARMOUR BAPTIST CHURCH OF ATLANTIC BEACH, FLORIDA, INC.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE.

This is a non-profit corporation organized solely for charitable purposes pursuant to the Florida Corporation Not for Profit Law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES.

- A. The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend the funds for charitable and educational purposes in connection with the following:
1. For religious purposes in general, by the promulgating of the Gospel of our Lord Jesus Christ;
 2. To promote the will of God, as set forth in the King James Version of the Bible;
 3. To prepare educational materials and conduct educational activities in support of the general purposes of the corporation;
 4. To conduct and sponsor forums, lectures, seminars, and similar programs; and
 5. To engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.*

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this corporation shall also have the power to:

- a. sue and be sued;
- b. make contracts.
- c. receive property to devise or bequest, subject to the laws regulating the transfer of property by will and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations objects
- d. act as trustee under any trust whose objects are related to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trust;
- e. convey, exchange, lease, mortgage, encumber, transfer, upon trust or otherwise dispose of all property, real or personal;
- f. borrow money, contract debts and issue bonds, notes and debentures, and secure the payment of any performance of its obligations; and
- g. do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation;

ARTICLE FOUR. TERM

This corporation is to have perpetual existence.

ARTICLE FIVE. MEMBERSHIP

- A. Qualification of Members and Manner of Admission. Members shall consist of individuals who have accepted the Lord Jesus Christ as their personal Saviour and must be in complete agreement with the fundamentals of the Christian faith.
- B. Rights and Liabilities of Members. The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation and shall not be subject to any assessments.
- C. Trustees as Membership. Initial class of members of the corporation shall be its trustees, provided, however that such membership may be changed by a bylaw duly adopted by the members.

ARTICLE SIX. INCORPORATOR.

The name and resident address of the incorporator of this corporation is as follows:

Burton W. Gustafson
2878 Regas Drive West
Atlantic Beach, Florida 32233

ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT.

The County in the State of Florida where the principal office for the transaction of the business of this corporation is to be located in the County of Duval with the address being 2878 Regas Drive West, Atlantic Beach, Florida 32233. The name and address of this corporation's registered agent is:

Burton W. Gustafson
2878 Regas Drive West
Atlantic Beach, Florida 32233

ARTICLE EIGHT. MANAGEMENT OF CORPORATE AFFAIRS.

- A. Board of Trustees. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees (which will consist of the church's Board of Deacons) and the Pastors. The number of the Board of Trustees and Pastors of the corporation shall be three, provided however that such a number may be changed by a bylaw duly adopted but shall never be less than three. The first Board of Trustees, which for the purposes of organization consists also of Pastors, shall hold office until the first meeting of members to be held on March 3, 1996 at Atlantic Beach, Florida, at which time an election of Trustees shall be held. Trustees shall be elected at the first annual meeting and at all times thereafter shall serve for a term of one year until the annual meeting of members following the election of Trustees and until the qualification of successors in office. The annual meeting shall be held at 7:30 o'clock P.M. on the first Monday in September of each year at the principal office of the corporation or at such other place or places as the Board of Trustees and Pastors may designate from time to time by resolution.

- B. The affairs of the corporation are to be managed by the Pastors and Trustees (Deacons). The Pastors shall be elected by the membership for an indefinite term and all other officers shall be elected at the annual December business meeting of the membership.

The names and addresses of such first members of the Board of Trustees are as follows:

Burton W. Gustafson
2878 Regas Drive West
Atlantic Beach, Florida 32233

Albert P. Simon
2552 Bluffton Drive
Jacksonville, Florida 32224

Eva Marie Gustafson
2878 Regas Drive West
Atlantic Beach, Florida 32233

The Board of Trustees shall elect the following officers: President, Vice-President Secretary-Treasurer and such other offices by the bylaw of the corporation may authorize.

Burton W. Gustafson, *President*

Albert P. Simon, *Vice-President*

Eva Marie Gustafson, *Secretary-Treasurer*

ARTICLE NINE. **BY-LAWS.**

Subject to the limitations contained in the by-laws, and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, by-laws of this corporation may be made, altered, reminded, added to or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the by-laws.

ARTICLE TEN. **DEDICATION OF ASSETS.**

The property of this corporation is irrevocably dedicated to charitable, religious, scientific, testing for public safety literary or educational purposes to organizations which are then of like faith. No part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private individual.

ARTICLE ELEVEN. **DISTRIBUTION OF ASSETS.**

Upon the dissolution or winding up of this corporation, its assets remaining after payment of all debts and liabilities of the corporation shall be distributed or transferred only to an organization organized and operated exclusively for charitable, educational, religious organizations of like faith.

ARTICLE TWELVE. AMENDMENT OF ARTICLES.

Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds (2/3) of the quorum of members of the corporation.

The undersigned, being the subscribing incorporator of this corporation, and including all persons named herein as the subscribers of this corporation for the purpose of forming this non-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the date written beside the incorporator's name.

Date: 3-7-96, 1996 Burton W. Gustafson
Burton W. Gustafson

STATE OF FLORIDA)
COUNTY OF DUVAL)

BEFORE ME, the undersigned authority, personally appeared **BURTON W. GUSTAFSON**, to me well known and known to me to be the individual described in and who executed the foregoing instrument, and acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 7 ^{March} day of February, 1996, at Jacksonville, County and State aforesaid



Diana B. White
Notary Public, State of Florida
My Commission Expires: 5/15/99

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST- that **WHOLE ARMOUR BAPTIST CHURCH OF ATLANTIC BEACH, FLORIDA, INC.** desiring to organize under the laws of State of Florida with its principal place of business as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Burton W. Gustafson located at 2878 Regas Drive, Atlantic Beach, Florida 32233 as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Date: 3-7-96, 1996 Burton W. Gustafson
Burton W. Gustafson