

TRANSMITTAL LETTER

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

N9600000/661

SUBJECT: THE CHURCHES OF GOD-TAMPA BAY, INC.
(Proposed corporate name - must include suffix)

000001755210
-03/22/96--01116--015
****131.25 ****131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for .

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
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FROM: WILLIAM F. PALMER
Name (Printed or typed)

552 Clearwater-Largo Road N.
Address

Largo, Florida 34640
City, State & Zip

(813) 585-3521
Daytime Telephone number

FILED
MAR 22 PM 2:20
TALLAHASSEE, FLORIDA

3/27/96
TD

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

ARTICLES OF INCORPORATION
OF
THE CHURCHES OF GOD-TAMPA BAY, INC.
A Florida corporation not for profit

FILED
95 MAR 22 PM 2:30
TAMPA, FLORIDA

ARTICLE I.

The name of the corporation is: The CHURCHES OF GOD-TAMPA BAY, INC.

ARTICLE II.

The principal office and mailing address of the corporation shall be 552 Clearwater-Largo Road N., Largo, FL 34640.

ARTICLE III. PURPOSES

The purposes of the corporation are to provide spiritual support, guidance and fellowship, and to spread the Word of Almighty God and His Son, Jesus Christ, throughout the world as a witness and a warning through whatever media is made available to the Corporation, and to engage from time to time in charitable and humanitarian good works, as deemed appropriate and lawful and not for pecuniary profit.

ARTICLE IV.

(Manner of Election of Directors)

This corporation shall have five members of the initial Board of Directors of the corporation. The method of election of directors

shall be as stated in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as Directors until additional members may be appointed are as follows:

<u>Name</u>	<u>Address</u>
Glenn Seagraves	100 Hampton Rd, #73, Clearwater, FL 34619
Alexander Morris	5013 Tammy Lane, Holiday, FL 34690-4456
Inez Harbaugh	4145 Pinehaven Rd, Elfers, FL 34680
Ronald Smietana	17830, Apt "B" Jamestown Way, Lutz, FL 33549
Kay Walker	205 S. Lake Dr., Clearwater, FL 34615

ARTICLE V.

Restrictions on Corporate Purposes

1. The purposes for which the corporation is organized is to serve Almighty God and His Blessed Son, Our Savior, Jesus Christ. To receive tithes, and donations toward that purpose and to receive and maintain real and/or personal property, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious works, activities, biblical educational purposes and charitable works either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer or member of the corporation, or any other private

individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office at any time.

3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

4. The corporation shall not engage in any Act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

5. The corporation shall not retain any excess business holdings except as shall be necessary to conduct religious services or charitable activities, and/or maintain buildings and equipment, and rentals for religious services; which may heretofore be acquired or necessary, as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

6. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

7. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

8. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal revenue code and the Regulations as they now exist or as they may hereafter be amended.

9. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for like religious, charitable, and/or religious education purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors and its membership shall

determine. Any of such assets not so disposed of shall be disposed by the Circuit Court of the Sixth Judicial Circuit of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such like purposes.

ARTICLE VI.

(Initial registered agent and street address)

The initial registered office of the corporation shall be located at 552 Clearwater-Largo Road N., Largo, FL 34640. The initial registered agent of the corporation at that address shall be William F. Palmer.

ACKNOWLEDGEMENT

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

William F. Palmer

ARTICLE VII. INCORPORATORS

The names and addresses of the subscribers of these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
William F. Palmer	552 Clearwater-Largo Rd, Largo, FL 34640
Glenn Seagraves	100 Hampton Rd., #73, Clearwater, FL 34619
Alexander Morris	5013 Tammy Lane, Holiday, FL 34690-4456
Inez Harbaugh	4145 Pinhaven Rd., Elfers, FL 34680
Elaine Phillips	6760 35th Street N., Pinellas Park, FL 34665
Ronald Smietana	17830, Apt. "B" Jamestown Way, Lutz, FL 33549
Kay Walker	205 S. Lake Dr., Clearwater, FL 34615

The undersigned incorporator has executed these Articles of Incorporation this 16 day of MARCH, 1996.

Signature of Incorporator:

William F. Palmer William F. Palmer

ARTICLE VIII. MEMBERS

The corporation shall have members. Members of the Board of Directors shall be elected by the members of the Churches of God-Tampa Bay, Inc. The members being that body of persons who are eligible to cast a vote having qualified by adherence to those stipulations set forth in the Paragraph 3 of the Bylaws of the Corporation. Membership shall not be transferable or assignable. Termination and rights of memberships shall be as set forth in the Bylaws of the Corporation.

ARTICLE IX.

(Subordination, if any)

The Corporation shall not be subordinate to or subject to the authority of any person, head or national association, fraternal or beneficial society, foundation, federation, or other corporation, society, organization, or association not for profit.

ARTICLE X.

Provides that any provision not set forth in these Articles of Incorporation shall be set forth in the Bylaws of the Corporation.

ARTICLE XI. DURATION

The term of existence of the corporation is perpetual; and the corporate existence will commence on the filing of these articles by the Department of State.

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this
16th day of March, 1996 by Gregory Harbaugh,
Ronald J. Sumitana, David J. Salas,
Alexander C. Jones, Mary Walker,
Elaine Phillips and Mary Walker,
who are personally known or have produced identification and all of
whom did not take an oath.

Kate Shelton
Notary Public

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

THE CHURCHES OF GOD-TAMPA BAY, INC.

(must include suffix)

2. The name and address of the registered agent and office is:

William F. Palmer
(NAME)

552 Clearwater-Largo Road N.

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Largo, Florida 34640

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

William F. Palmer

(SIGNATURE)

3/16/96

(DATE)

FILED
MAR 22 PM 2:20
TAMPA, FLORIDA

N96000001661

CERTIFIED-RETURN RECEIPT REQUESTED

THE CHURCHES OF GOD-TAMPA BAY, INC.
552 Clearwater-Largo Rd. N.
Largo, Florida 33770

August 9, 1997

Department of State
Div. of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300002266143--0
-08/13/97--01100--003
*****35.00 *****35.00

RE: Amendment #1
Articles of Incorporation
The Churches of God-Tampa Bay, Inc.
Document No. N96000001661 (5)

Greetings:

We had requested your "Amendment form" via telephone over 10 days ago, but never received it.

We are in the process of submitting to IRS for tax exemption purposes and they have requested that we make this change in our Articles of Incorporation, and there is a time limit involved.

Therefore, we have taken the liberty to submit this Amendment without your form, and hope this meets with your approval. Enclosed is our check in the amount of \$35.00 for this purpose.

Kindly confirm filing and approval date as soon as possible so that we can re-submit to IRS without delay.

Thank you for your assistance.

Cordially,

Elaine Phillips

Elaine Phillips
Corporate Secretary

EP:s
Encl.

P.S: If you have any questions, please telephone
(813) 528-8022 weekdays for Elaine Phillips.

FILED
97 AUG 13 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.

*File
Furn. info.
all checks
lost minute
Rec'd.*

See 8/20

N 96000001661 (5)

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

FILED
97 AUG 13 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE CHURCHES OF God-TAMPA Bay, INC.

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

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

AMENDMENT NO. I
ARTICLE III, Purposes.

For Additions: NONE; Exception AS NOTED AND ATTACHED.

Deletions: See Attached deletions.

Attached: SAMPLE OF PRIOR Article III.

Attached: New Approved Article III.

SECOND: The date of adoption of the amendment(s) was: August 9, 1997

THIRD: Adoption of Amendment (CHECK ONE)

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

THE CHURCHES OF God-TAMPA Bay, INC.

Corporation Name

William F. Palmer
(William F. Palmer) Signature of ~~William F. Palmer~~, President of ~~THE CHURCHES OF God-TAMPA Bay, INC.~~

WILLIAM F. PALMER

Typed or printed name

President

Title

8/09/97

Date

AMENDMENT NO. 1
ARTICLES OF INCORPORATION
THE CHURCHES OF GOD-TAMPA BAY, INC.

ARTICLE III.

DELETE: "AND HUMANITARIAN"

ADD: Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

Amended Article III, should read as follows:

ARTICLE III. PURPOSES

The purposes of the corporation are to provide spiritual support, guidance and fellowship, and to spread the Word of Almighty God and His son, Jesus Christ, throughout the world as a witness and a warning through whatever media is made available to the Corporation, and to engage from time to time in charitable good works, as deemed appropriate and lawful and not for pecuniary profit.

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under

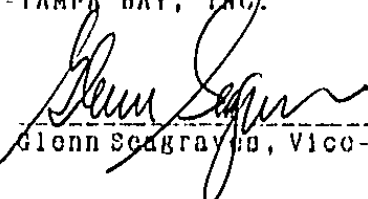
Page 2 of Amendment #1 to Articles of Incorporation

Section 501(c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.)

Signed and Sealed this 9th day of August, 1997 by:

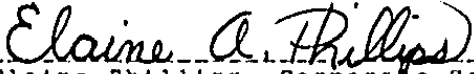
THE CHURCHES OF GOD-TAMPA BAY, INC.


William F. Palmer, President


Glenn Seagraves, Vice-President


Alexander Morris, Vice-President


Ronald Smietana, Treasurer


Elaine Phillips, Corporate Secretary

(Seal)

SAMPLE OF
DIFFERENCE FROM
OLD TO NEW.

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OF
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→ Add NEW PARAGRAPH → (see new Amendment #1)

ARTICLE IV.

(Manner of Election of Directors)

This corporation shall have five members of the initial Board of Directors of the corporation. The method of election of directors