

N96000004541

TRANSMITTAL LETTER

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

SUBJECT: RIGHTWAY MINISTRIES - PENTECOSTAL HOLINESS  
(Proposed corporate name - must include suffix) (YOUTH, ST. AUGUSTINE, INC.)

200001934562  
-08/28/96--01065--014  
\*\*\*122.50 \*\*\*122.50

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. PHILIP H. GULBRANDSEN  
Name (Printed or typed)

5700 DATIL PEPPER RD.  
Address

ST. AUG. FL 32086  
City, State & Zip

1-904-797-2753  
Daytime Telephone number

FILED  
 AUG 28 1996  
 STATE  
 TALLAHASSEE

Philip Gulbrandsen  
 ALL INFORMATION CONTAINED  
 HEREIN IS UNCLASSIFIED  
 DATE 8-30-96 BY [unclear]  
 DOC # 2001-118

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

117  
 E-35  
 118

**ARTICLES OF INCORPORATION  
OF  
(NAME OF CHURCH\*)**

(\*Include the words "Pentecostal Holiness Church" and the name of the city or town)  
STATE OF FLA. RIGHTWAY MINISTRIES - PENTECOSTAL HOLINESS CHURCH,  
ST. AUGUSTINE, INC.

COUNTY OF ST. JOHN'S

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

We, the undersigned, PHILIP MARK and PHYLLIS being persons legally competent to enter into contracts, for the purpose of forming a corporation under the laws of the State of FLA. providing for the formation of religious, educational and benevolent corporation, do hereby adopt the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation shall be: (name in full in capital letters including "Inc." or "Corp.").

RIGHTWAY MINISTRIES - PENTECOSTAL HOLINESS CHURCH, ST. AUGUSTINE, INC.

**ARTICLE II  
ADDRESS**

The principal place of business (if known) and the mailing address of this corporation shall be: 5213 DAVIS PEPPER RD. ST. AUG. FLA. 32086

**ARTICLE III  
PURPOSES**

The purposes for which this Corporation is formed are (1) to establish and maintain a local church for the propagation of the gospel of Jesus Christ as a member church of The Pentecostal Holiness Church Conference of Florida, Inc., DBA: Sunshine Conference, and in accordance with the doctrines, beliefs, practices and procedures of the Pentecostal Holiness Church, as enunciated from time to time in The Pentecostal Holiness Church Manual (Church Manual); (2) to carry out the spiritual, missionary, benevolent, educational and social work of a church as outlined in the New Testament and in the Church Manual; and (3) to act in cooperation with other churches belonging to the Sunshine Conference in accordance with the Church Manual.

#### **ARTICLE IV DIRECTORS**

The manner in which the directors are elected is as follows: There shall be three Directors of this Corporation, who shall be the same persons as the ordained deacons/elders of this local church and the number of Directors may be increased or decreased as the number of deacons/elders change by a vote of the membership, but the number of Directors shall never be less than three nor more than forty. The Directors shall have such power over the affairs of the Corporation, and such authority to act for the Corporation, as the church members bestow upon them from time to time, provided that the Directors shall at no time be empowered to act in contravention to the Church Manual and regulations and directives of the Sonshine Conference.

#### **ARTICLE V CORPORATE POWERS**

The Corporation shall have and exercise all the powers authorized by law to be conferred upon or exercised by such a corporation, including those enumerated in all the applicable laws of the State of FL, and shall have and exercise the following powers, all of such powers to be subject to and limited by the provisions of the Church Manual, as it may be amended from time to time, or by the acts, directives, and regulations of the Sonshine Conference, as set forth in the minutes or other records of the Sonshine Conference, namely:

1. To receive by gift, devise, bequest, or otherwise, and to hold, barter, convey, lease, exchange, expand, distribute, sell, invest, and otherwise dispose of all money or property, real, personal, or mixed, either absolutely or in trust to be used, either the principal or income therefrom, as may be directed in the furtherance of any of the above-mentioned purposes or any other purpose within its corporate powers;
2. To enter into contracts or trust agreements with individuals, corporations, or partnerships for the purpose of acquisition and building, as well as disposition, of any property which would be advantageous to the furtherance of Pentecostal Holiness principles and doctrines;
3. To promote Pentecostal Holiness doctrines, evangelism, Christian education, and both home and foreign missionary work by all proper means;
4. To enter into contracts or trust agreements with individuals, corporations, or partnerships, and to act as trustee, in order to carry out and promote the purposes of this Corporation;
5. To prosecute or defend any actions or suits in which the Corporation is involved; and
6. To exercise any and all powers (including the borrowing of money and

secure the repayment thereof; the holding, administration, and disposition of property, the making of conveyances, assignments, and contracts, and incurring of obligations) which may be conferred by law, or which may be necessary, incidental or convenient to the general powers and objects of this Corporation.

#### ARTICLE VI REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is: 7 West Main Street, Suite 300, Apopka, Florida 32703-5198; and the name of the registered agent is: Priscilla B. Clarke. *RON M. CAWTS,*

#### ARTICLE VII INCORPORATORS

The names and the street addresses of the incorporators for these articles of Incorporation are:

1.  
*REV. PHILIP H. GULBRANDSON 5700 DARTLE PEPPER RD.  
ST. AUG FL 32086*

2.  
*REV. PHYLLIS V. GULBRANDSON 5700 DARTLE PEPPER RD.  
ST. AUG. FL. 32086*

3.  
*REV. MARK SCHREMMER 4604 N. COLEMAN RO.  
VALDOSTA, GA. 32106*

#### ARTICLE VIII NO CAPITAL STOCK

The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any Member, Director, Trustee, Officer, or individual. The balance, if any, of all moneys received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purpose or purposes of the Corporation set forth in these Articles of Incorporation.

**ARTICLE IX  
DURATION**

The term for which this Corporation shall exist shall be perpetual.

**ARTICLE X  
MEMBERS**

All members of this Corporation, and all candidates for membership in the future, shall be in full accord with the Articles of Faith, the General Rules, and the Polity of the Pentecostal Holiness Church as set forth in the Church Manual. The General Conference of the Pentecostal Holiness Church shall have the sole right to adopt rules determining the qualifications for members in the Pentecostal Holiness Church, and said rules shall apply to the members of this Corporation since this Corporation is a member church of the Pentecostal Holiness Church (which is incorporated as The International Pentecostal Holiness Church), and is a member church of The Pentecostal Holiness Church Conference of Florida, Inc. (Sunshine Conference).

**ARTICLE XI  
ORGANIZATION EXCLUSIVELY FOR TAX-EXEMPT PURPOSES**

Said Corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE XII  
PROHIBITIONS TO ASSURE TAX-EXEMPT STATUS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE XIII  
DISSOLUTION**

In the event of the dissolution of this Corporation, all the business, property and assets of the Corporation shall go and be distributed as provided in the Manual; and in the absence of such provision to such non-profit, religious corporation of like purposes as set forth in these Articles of Incorporation, as the Members of this Corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to Members, either for the reimbursement of any sum subscribed, donated or contributed by such Members, or for any other purpose.

**ARTICLE XIV  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall indemnify any Director or Officer, or former Director or Officer, against expenses actually and necessarily incurred by him or any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he is made a party by reason of being or having been such Director or Officer (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him) except in relation to the matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The Corporation may also reimburse to any Director or Officer the reasonable costs of settlement of any such action, suit or proceeding if it shall be found either by a majority of the Directors not involved in the matter of controversy, whether or not a quorum, or by a majority vote of the Members present in a regular or special meeting called for that purpose) that it was to the interest of the Corporation that such settlement be made and that such Director or Officer was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled by law, or otherwise.

**ARTICLE XV  
AMENDMENT OF ARTICLES**

Provided such amendments do not violate the Church Manual or Conference regulations or directives, this Corporation may amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on Officers, Directors, and Members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands at Lowndes  
County, State of Georgia, on this 25th day of August, 1996.

Neil Philip Johnson  
Director/ President

Neil Philip Johnson  
Typed Name

Rev. Mark Johnson  
Director/Vice President

Rev. Mark Johnson  
Typed Name

Rev. Phyllis V. Gulbrandson  
Director/Secretary/Treasurer

Rev. Phyllis V. Gulbrandson  
Typed Name

### ACKNOWLEDGEMENT

STATE OF Georgia  
COUNTY OF Lowndes

Before me, a Notary Public in and for said county and state, on this 25 day of August, 1996, personally appeared PHILIP, MARK and PHYLLIS, to me known to be the identical persons who executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Betty Brown  
Betty Brown Notary Public  
Notary Public, Lowndes County, Georgia  
My Commission Expires May 18, 1999

(Seal)

CERTIFICATE

This is to certify that at a meeting of ELGIN WAY PHC on                     , 1996, the above and foregoing Articles of Incorporation were read to the church congregation in its regular business meeting assembled, and by majority vote of the church, the acts of the incorporators therein named were authorized and approved, and thereby made the acts of the church; that PHILIP, MARK, and PHYLLIS, were duly elected directors and further, that PHILIP is the Pastor of the Church and President of the Corporation; that MARK is the duly elected Vice President of the Corporation; and that PHYLLIS is the duly elected Secretary of the Corporation.

Philip H. Gullerston  
Moderator/Pastor

ATTEST:

Renee H. Johnson  
Secretary

STATE OF FL

COUNTY OF ST JOHN'S

I, Philip H. Gullerston of lawful age, being first duly sworn, says: That he is the Moderator or Presiding Officer of the above mentioned corporation; and has read the foregoing Certificate and knows the contents thereof and the facts therein set forth are true.

Philip H. Gullerston  
Moderator/Pastor

SUBSCRIBED AND SWORN to before me, the undersigned Notary Public in and for said County and State, this 25 day of August, 1996.

Betty Brown  
Betty Brown Notary Public

Notary Public, Lowndes County, Georgia  
My Commission Expires May 18, 1999

(seal)



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

*Pursuant to the provisions of section 607.0501, 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: RIGHTWAY MINISTRIES, INC.
  
2. The name and address of the registered agent and office is:

RON McCANTS  
(Name)

7 W. MAIN ST. SUITE 300  
(P.O. Box NOT Acceptable)

APOPKA, FL. 32703-5198  
(City/State/Zip)

FILED  
SEP 11 1996  
STATE

*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.*

Signature

Ron McCants

Date

Aug 19, 1996