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

09 JAN -9 PM 3:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

900002345729--5

-11/13/97--01006--004

*****70.00 *****70.00

SUBJECT: Cornerstone Ministries *IPHC*

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 to cover the filing fee.

FROM:

Ralph E. Oliver

Name (printed or typed)

131 Carmel Lane

Address

Crawfordville, FL 32327

City, State & Zip

850/926-1054

Telephone Number

P. Hall JAN - 9 1998

-W97-25896



RECEIVED
PM 3:49
DIVISION OF CORPORATIONS

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 17, 1997

RALPH E. OLIVER
131 CARMEL LANE
CRAWFORDVILLE, FL 32327

SUBJECT: CORNERSTONE MINISTRIES, INC.
Ref. Number: W97000025896

We have received your document for CORNERSTONE MINISTRIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The name of the entity must be identical throughout the document.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 397A00055000

**ARTICLES OF INCORPORATION
OF
CORNERSTONE MINISTRIES IPHC, Inc.**

FILED

93 JAN -9 PM 3:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF WAKULLA

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

We, the undersigned, Rev. Ralph E. Oliver, William H. Lawhon and Sharon McClendon, being persons legally competent to enter into contracts, for the purpose of forming a corporation under the laws of the State of Florida 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: CORNERSTONE MINISTRIES IPHC, Inc.

**ARTICLE II
ADDRESS**

475 Arran Road, P.O. Box 372 Crawfordville, Florida 32326

**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: Sonshine 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 Sonshine Conference in accordance with the Church Manual.

ARTICLE IV DIRECTOR

The manner in which the directors are elected is as follows: They shall be nominated by the President (Pastor) and affirmed by a vote of the membership. There shall be three Directors of this Corporation, who shall be the same persons as the ordained Elders of this local church and the number of Directors shall never be less than three nor more than forty. The number of Directors may be increased or decreased by a vote of the membership in an annual or regular public business meeting with the President presiding as Moderator. 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 Florida, 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 securing the repayment thereof; the holding, and disposition of property, the making of conveyances, assignments, and contracts, and incurring of obligations) which may be conferred by laws, or which may be necessary, incidental or convenient to the general powers and objects of this Corporation.

ARTICLE VII REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is: 131 Carmel Lane, Crawfordville, Florida 32327; and the name of the registered agent is: Rev. Ralph E. Oliver.

ARTICLE VIII INCORPORATORS

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

1. Rev. Ralph E. Oliver
131 Carmel Lane
Crawfordville, Florida 32327

2. William H. Lawhon
194 Harvey Mill Road
Crawfordville, Florida 32327

3. Sharon McClendon
18 Jared Street
Crawfordville, Florida 32327

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. (Sonshine Conference).

ARTICLE XI ORGANIZATION EXCLUSIVELY FOR TAX-EXEMP 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 of Conference regulations or directives, this Corporation may amend, alter, change or repeal any provision contained in these Articles or 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 Crawfordville, Wakulla County, State of Florida, on this 30 day of December, 1997.

Rev. Ralph E. Oliver
Director / President

Rev. Ralph E. Oliver
Typed Name

William H. Lawhon
Director / Vice President

William H. Lawhon
Typed Name

Sharon McClendon
Director / Elder

Sharon McClendon
Typed Name

ACKNOWLEDGEMENT

STATE OF Florida

COUNTY OF Wakulla

Before me, a Notary Public in and for said county and state, on the _____ day of _____, 1997, personally appeared _____, _____, _____, 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.

Notary Public

(Seal)

CERTIFICATE

This is to certify that at a meeting of Cornerstone Ministries IPHC, Inc. on October 19, 1997, 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 William H. Lawhon, Sharon McClendon and Todd Smith, were duly elected directors and further, that Ralph E. Oliver is the Pastor of the Church and President of the Corporation; that William H. Lawhon the duly appointed Vice President of the Corporation.

Rev. Ralph E. Oliver
Moderator / Pastor

ATTEST:

William H. Lawhon
Secretary

STATE OF Florida

COUNTY OF Wakulla

Rev. Ralph E. Oliver, 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.

Moderator / Pastor

SUBSCRIBED AND SWORN to before me, the undersigned Notary Public in and for said County and State, this _____ day of _____, 1997.

Notary Public

(seal)

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

FILED

20 JAN -9 PM 3:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Cornerstone Ministries IPHC, Inc.
2. The name and address of the registered agent and office is:

Rev. Ralph E. Oliver

(Name)

131 Carmel Lane

(P.O. Box NOT Acceptable)

Crawfordville, Florida 32327

(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.

Signature Rev. Ralph E. Oliver

Date 12/30/97