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AUTHORIZATION :

Patricia Pyjunt

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CUSTOMER: Kim Newberry, Legal Assistant
HARRIS BARRETT MANN & DEW

811b Cypress Village Blvd.

Ruskin, FL 33573

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DOMESTIC FILING

600002621336-7

NAME: SAINT JAMES MISSIONARY
BAPTIST CHURCH OF ST.
PETERSBURG, FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

JW
8/20/98

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ARTICLES OF INCORPORATION
OF
SAINT JAMES MISSIONARY BAPTIST CHURCH
OF ST. PETERSBURG, FLORIDA, INC.

The undersigned, **REVEREND CLARENCE OSBORNE, REVEREND JAMES DAVIS** and **SISTER MARY SMITH**, hereby associate ourselves together for the purpose of organizing a not for profit corporation under the provisions of Chapter 617 of the Florida Statutes and all acts amendatory thereto, and to that end, certify as follows:

ARTICLE I:
NAME

The name of the Corporation is **SAINT JAMES MISSIONARY BAPTIST CHURCH OF ST. PETERSBURG, FLORIDA, INC.**

ARTICLE II:
DURATION

The term of existence of the Corporation is perpetual.

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**ARTICLE III:
PURPOSES**

1. Permitted Activities. The purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and, to function as a church to worship Jesus Christ as Lord and Savior; 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, charitable, benevolent, eleemosynary, and educational purposes 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 may now exist or as they may hereafter be amended. The Corporation shall have any and all lawful powers provided in Florida Statutes, particularly Chapter 617 that are not in conflict with these Articles. This Corporation shall further be empowered to purchase, improve, rent, lease, own, mortgage, hold, enjoy, maintain, sell and develop real estate and deal in real property of every description; to borrow money and contract debts, and to issue bonds, promissory notes or other obligations and evidences of indebtedness; and to do all and everything necessary and proper for the accomplishment of the objects enumerated herein or necessary or incidental to the specific powers and privileges which are, can be, or may be granted to corporations under the laws of the State of Florida.

2. Prohibited Activities. This Corporation is not organized for a pecuniary profit. There shall be no power to issue certificates of stock or declare dividends and no part of the Corporation's earnings, assets or accumulations shall inure to the benefit of any member, director, or individual. Notwithstanding any other provision of these Articles, this Corporation will 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 1986 or the corresponding provision of any

future United States Internal Revenue Law, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law. In particular, the Board of Directors shall not, nor shall it allow members, subscribers, officers or employees of the Corporation to, on behalf of the corporation:

(a) Allow any part of the net earnings to inure to the benefit of a private individual including any member, director, officer or subscriber of this Corporation.

(b) To carry on propaganda or to attempt to lobby or influence legislation.

(c) To intervene in any political campaign or to endorse any candidate for public office.

(d) To do any of the following:

(1) Lend any part of the Corporation's income or corpus without adequate security and a reasonable rate of interest to;

(2) To pay excessive salaries or other compensation over a reasonable allowance to;

(3) To make any part of the Corporation's services available on a preferential basis to;

(4) To make substantial purchase of securities or other property for less than adequate consideration from;

(5) Sell any substantial part of the property of the Corporation for less than an adequate consideration; or

(6) To engage in any other transaction which results in substantial diversion of the Corporation's income, assets or corpus to:

The subscribers, officers or directors of the corporation or to any person who has made a substantial contribution to the corporation, or to any brother or sister, (whether by the half or whole blood), spouse, ancestor or lineal descendant of the

foregoing or to any corporation controlled by any of the foregoing either directly or indirectly of fifty-one percent (51%) of the total combined voting power of such corporation.

- (e) To violate the provision of Florida Statutes, Chapter 617, where applicable.

**ARTICLE IV:
DISSOLUTION**

In the event of dissolution, the residual assets of the organization 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 1986 or corresponding sections of any prior or future law, or to the Federal, State or local governments for exclusive public purposes.

**ARTICLE V:
DIRECTORS**

There shall be three (3) members of the initial Board of Directors of the Corporation. The number of Directors may be increased by the affirmative vote of the members as provided in the By-Laws. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Reverend Clarence Osborne	1451 12th Street, South St. Petersburg, FL 33705
Reverend James Davis	635 Madison Street, South St. Petersburg, FL 33711
Sister Mary Smith	3948 11th Avenue, South St. Petersburg, FL 33711

**ARTICLE VI:
OFFICERS**

The affairs of the Corporation are to be managed by a President, Vice-President, Secretary and a Treasurer. The Board of Directors may create other offices. All officers will be appointed by the Board of Directors annually at the regular annual meeting of the Board of Directors. The names of the persons who are to serve as officers until the first appointment of officers under these Articles of Incorporation and their respective offices are:

<u>Name</u>	<u>Office</u>
Deacon Freddie Erwin	President
Sister Mary Smith	Vice President and Secretary
Reverend James Davis	Treasurer

**ARTICLE VII:
MEMBERS**

The Corporation shall have members who are persons approved as members of the Saint James Missionary Baptist Church of St. Petersburg, Inc. The qualifications for membership shall be set forth in either the By-Laws of the Corporation or internal guidance documents of the Church as decided by unanimous vote of the Board of Directors.

**ARTICLE VIII:
BY-LAWS**

The By-Laws of the Corporation are to be made, altered, or rescinded by the Directors of the Corporation or by the Members.

**ARTICLE IX:
AMENDMENTS TO ARTICLES**

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Members as specified under the laws of Florida.

**ARTICLE X:
PRINCIPAL OFFICE AND REGISTERED OFFICE**

The principal office of the corporation shall be located at 1451 12th Street South, St. Petersburg, FL 33705.

The name and street address of the initial registered agent of the corporation in the State of Florida is: **Reverend Clarence Osborne**, 1451 12th Street, South, St. Petersburg, FL 33705. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

**ARTICLE XI:
INCORPORATORS**

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

<u>Name</u>	<u>Address</u>
Reverend Clarence Osborne	1451 12th Street, South St. Petersburg, FL 33705
Reverend James Davis	635 Madison Street, South St. Petersburg, FL 33711
Sister Mary Smith	3948 11th Avenue, South St. Petersburg, FL 33711

IN WITNESS WHEREOF, we have subscribed our names this 24th day of July, 1998.

Rev. Clarence Osborne
Reverend Clarence Osborne, Incorporator

Rev. James Davis
Reverend James Davis, Incorporator

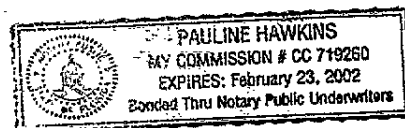
Sis. Mary Smith
Sister Mary Smith, Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24th day of July, 1998, by **REVEREND CLARENCE OSBORNE, REVEREND JAMES DAVIS and SISTER MARY SMITH**, who is personally known to me or who has produced a Drivers License as identification.

Pauline Hawkins
Printed Name:
Notary Public Pauline Hawkins
My Commission Expires:
Serial Number:



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

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 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: **SAINT JAMES MISSIONARY BAPTIST CHURCH OF ST. PETERSBURG, FLORIDA, INC.**

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

Reverend Clarence Osborne
1451 12th Street, South
St. Petersburg, FL 33705

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.


Reverend Clarence Osborne

7-24-98
(Date)