

1990000-06647

TRANSMITTAL LETTER

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

SUBJECT: THE OLD LANDMARK GOSPEL CHURCH INC.
(Proposed corporate name - must include suffix)

900003040559--2
-11/10/99-01005-007
*****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 of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 10 AM 9:30

APPROVED
AND
FILED

FROM: ERNEST T. SANDERS
Name (Printed or typed)

38443 LAKE AVE
Address

Dade City, FL 33525
City, State & Zip

(352) 567-2734
Daytime Telephone number

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

T. SMITH NOV 10 99

EXHIBIT A
ARTICLES OF INCORPORATION
OF
The Old Landmark Gospel Church, Inc

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV 10 AM 9:30

APPROVED
AND
FILED

ARTICLE I
NAME

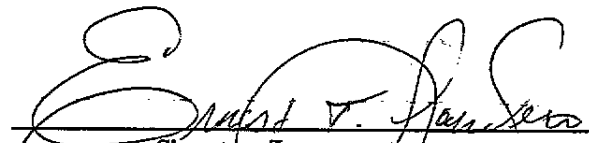
The name of this corporation shall be **The Old Landmark Gospel Church, Inc.** and the duration shall be perpetual.

ARTICLE II
ADDRESS

The address of this corporation shall be
P. O. Box 1244, Dade City, FL 33526-1244

ARTICLE III
REGISTERED AGENT/INCORPORATOR

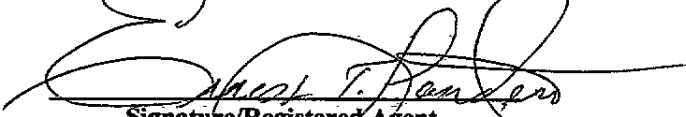
THE NAME AND ADDRESS OF THE REGISTERED AGENT OF THE
CORPORATION IN THE State of Florida is **Ernest T. Sanders, 38443**
Lake Ave., Dade City, County of Pasco, State of Florida, 33525


Signature/Incorporator

11/8/99
Date

(An additional article must be added if an effective date is requested.)

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/Registered Agent

11/8/99
Date

ARTICLE IV

PURPOSES AND POWER

This nonprofit Corporation is organized and operated exclusively for the religious purposes of a church within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, of the United States of America.

In furtherance of its nonprofit, tax-exempt purposes, the Corporation shall have the following powers and authority; however, the Corporation shall not be empowered, and is prohibited from, engaging in any activity which is not allowed pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, of the United States of America:

- (a) To operate under the name as set forth in ARTICLE I above;
- (b) To operate a local church under the leadership of the Holy Spirit in accordance with all of the commandments and provisions set forth in the Holy Bible;
- (c) To assist in the establishment and maintenance of other churches, and to send forth missionaries for the establishment and upbuilding of other churches, both domestic and foreign;
- (d) To disseminate the Gospel of Jesus Christ and the Word of God, to the end that the people of God may be conformed to the image of Jesus Christ;
- (e) To bring both families of believers and individual believers in the Lord Jesus Christ together in personal fellowship, both in the home and in small groups;

(f) To assemble together regularly the members of this Church for fellowship one with another and to worship God in spirit and in truth; and to cooperate in the assembling of the whole body of Christ;

(g) To provide basic New Testament discipleship to all members;

(h) To involve every member of this Church in its fellowship and activities and in the move of the Holy Spirit;

(i) To solve family and marital problems so that the home life of each member is healthy and fruitful by biblical standards;

(j) To minister sacerdotal functions, i.e., to baptize in water; to pray for the sick, anointing them with oil; to perform marriage ceremonies; to dedicate infants; to celebrate the Lord's Supper; and to bury, all as dictated by the Holy Bible;

(k) To act with charitable concern for, and to help, not only all members of this Church, but also all men in need of any scriptural help which this Church can give, regardless of race, sex, social position, or religious affiliation; to develop and carry out programs of social action for poor, widowed, orphaned, afflicted, imprisoned, underprivileged, aged, or unborn persons, both within and without this Church, to pray for the needs of all men and for local and national leaders and governments;

(l) To establish, either separately or in conjunction with others, schools, colleges, and/or universities for the education of children and/or adults in every academic discipline in accordance with biblical principles;

(m) To employ qualified counsel and other necessary personnel to carry out the purposes of this Corporation;

(n) To adopt and use a corporate seal;

(o) To seek earnestly and promote the unity of God's people and churches in a scriptural manner of godly love, respect, and faithful voluntary cooperation with liberty. To that end it may cooperate freely with other churches and with missionary organizations and branches;

(p) To receive tithes, offerings and property by gift, devise or bequest subject to the laws relating to the transfer of property by freewill gift or will;

(q) To act as Trustee under any trust incidental to the principal objects of the Corporation and to receive, hold, administer and expend funds and property subject to such trust;

(r) To occupy, use, and enjoy; to manage, improve, develop and work; to take, purchase, or otherwise acquire real estate, buildings, and improvements and every right, interest and estate therein without limit as to the amount thereof and whatsoever the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation or association, or any Federal, State or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated;

(s) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association, or corporation; to draw, make,

accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferable interests;

(t) To purchase or otherwise acquire; to own, hold, use and enjoy; to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof and wheresoever the same may be situated;

(u) To borrow and to loan money and to give and to receive evidence of indebtedness and security thereof; to draw, make, accept, endorse, execute and issue promissory notes, warrants and other debentures of this Corporation, or otherwise to make guarantees of every kind and secure any or all obligations of this Corporation by mortgage, trust, deed or otherwise;

(v) By its Board of Directors to appoint such officers and workers as may be decreed proper; define their authority and duties; fix their compensation; require bonds of such of them as it deems advisable and fix the penalty thereof; dismiss such officers or workers, or any thereof for any good reason and appoint others to fill their places;

(w) To adopt bylaws regulating and providing for:

- (1) A definite and distinct ecclesiastical government;
- (2) A formal code of doctrine and discipline;
- (3) A congregational membership;
- (4) An organization of ordained and/or licensed ministers ministering to the congregation;

(5) A system of ordaining ministers after completing and meeting the prescribed Biblical qualifications as adopted in the Bylaws;

(6) A literature of the Church;

(7) Regular religious services;

(8) Schools and seminars for the Bible instruction of young and old;

(x) To adopt and assume names in the furtherance of its nonprofit, tax-exempt purposes;

(y) To sponsor, engage in, conduct, or use any and all media of communication, including but not limited to, print, television, radio, recordings, and all other means of transmission of information, in the furtherance of its nonprofit, tax-exempt purposes;

(z) To provide a local place for Christian fellowship for those of like faith, where the Father God, the Holy Spirit, and Jesus, the Son of God, may be honored according to our full gospel testimony;

(aa) To assume our share of the responsibility and the privilege of propagating the Gospel of Jesus Christ;

(bb) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State;

(cc) To exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax- exempt status as a

religious organization as set forth in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, of the United States of America;

(dd) The several clauses contained in this ARTICLE IV shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. Notwithstanding any provisions of these Articles of Incorporation the corporation shall NOT engage in any political activity proscribed by Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, of the United States of America, nor shall any income or assets of the corporation inure to the benefit of any member, private individual or business entity, except for reasonable compensation for services actually rendered. The corporation is empowered to receive tax deductible charitable donations pursuant to Section 170(b)(1)(A)(i) of the Internal Revenue Code of 1954 as amended, of the United States of America.

ARTICLE VIII

DISSOLUTION

Upon dissolution of the corporation none of the assets or property both real and personal, then owned or controlled by this corporation shall devolve to the benefit of any Director, member, private individual or business entity. The assets and property of this corporation shall be distributed to a fund, foundation, or corporation

organized and operated exclusively for the purpose specified in Section 501(c)(3) of the Code, at the direction of the Board of Directors; provided, however, that the just debts and liabilities of the corporation shall first be paid. Any such assets not so disposed of shall be disposed of by the court of jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE IX AMENDMENTS

These Articles may be amended, subject to the approval set forth in the Bylaws at any regular meeting of the Board of Directors, or at a special meeting called for that purpose. Any amendments shall be approved by the Board of Directors before taking effect.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. To perpetually protect the Church, all ecclesiastical and legal power and authority relative to the Corporation shall be exercised by and in accordance with the New Testament church pattern. Thus, under the leadership of the Holy Spirit, the Board of Directors shall conduct all the business and affairs of the Corporation (Church) and shall be the only persons entitled to a vote regarding the affairs of the Corporation (Church).

Section 2. Number, Term, and Qualifications. The number of Directors shall be no less than three (3) and shall, have no maximum number. The term of membership shall be for a one (1) year period, except for the Pastor-President (See ARTICLE V, Section 6(a)). Those set forth in the Articles of Incorporation shall comprise other original Board of Directors. Any member of the Board of Directors must meet the spiritual qualifications of eldership (1 Timothy 3:1-13; Titus 1:5-9).

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held each year. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Church in the absence of any designation in the resolution.

One item of business at each annual meeting shall be the election of a new Board of Directors. The term of each Director except the Pastor-President shall end at the conclusion of the annual meeting. Directors may succeed themselves an unlimited number of times. The Pastor-President automatically continues as a member of the Board of Directors until his resignation, death, or removal in accordance with ARTICLE V, Section 5(b).

Section 4. Special Meetings of the Board of Directors may be called by or at the request of any Director, and shall be held at the principal office of the Church or at such other place as the Directors may determine.

Section 5. Notice. Notice of the annual, regular or any special meeting of the Board of Directors shall be given by oral notice to each Director. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice such meeting, unless specifically required by law or by these Bylaws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. Board Decisions. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Vacancies, Additions, Elections and Removal. Any vacancy occurring on the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Pastor with the advice and consent of a majority of the present Board of Directors. Directors may be removed by the Pastor-President.

Section 9. Compensation. Directors as such shall not receive any salaries or compensation for their services.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the Church shall be a pastor-president, a secretary, a treasurer, one or more vice-presidents and other such officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Church shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified.

Section 3. Removal. Any officer, with the exception of the Pastor-President, elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Church would be served thereby, but such removal shall be without prejudice to the contractual rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office, except that of the Pastor-President, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Pastor for the unexpired portion of the term.

Section 5. Resignation, Removal.

(a) Resignation. In the event the Pastor should voluntarily choose to leave, the Board of Directors shall choose his successor.

(b) Removal. In the event, in the sole judgement of the Board of Directors, the Pastor shall have serious charges proffered against him which would scripturally disqualify him from his position or that he

no longer meets the biblical requirements for pastoral ministry, power is then vested in the Board of Directors to consider his removal. The Board of Directors shall consider this removal with the advice and counsel of the congregation of this church, the elders of this church, and the pastors of churches in this community that have a knowledgeable relationship with this church, as circumstances may allow. A two-thirds vote of the Board of Directors (excluding the Pastor) present and voting at a lawfully convened meeting thereof (including telephone conference) shall be required to remove the Pastor. Such action may be certified verbally or in writing by any member of the Board of Directors attending said meeting. The Board of Directors shall also choose his successor.

Section 6. The Powers of Officers.

(a) The Pastor-President: The Pastor-President shall be the chief executive officer of the Church. He shall be a continuing member of the Board of Directors. He shall have general management of the business of the Church and general supervision of the other officers. He shall preside at all meetings of the Board of Directors and see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate to any other officer or officers of the Church any specific powers, other than those that may be conferred only upon the Pastor-President. He shall execute in the name of the Church all deeds, bonds, mortgages, contracts, and other documents authorized by the Board of Directors. He shall be ex-officio a member of all standing committees, and shall

have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

No person shall be invited to teach or minister in the Church without his approval. He shall be designated attorney-in-fact for the Church by virtue of his office. He shall have the authority to appoint and approve any assistants that would be necessary to properly carry on the work of the Lord.

(b) The Associate Pastor-Vice-President: An Associate Pastor-Vice-President shall perform the duties and exercise the powers of the Pastor-President in case of his temporary absence from the office of the Church, and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors.

(c) The Secretary: The Secretary shall attend all sessions of the Board of Directors and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall perform like duties for the executive and standing committees when required. He shall give, or cause to be given, notice of meetings of the Board of Directors when notice is required to be given under these Bylaws or by any resolution of the Board. He shall have custody of the seal to all authorized documents requiring a seal. He shall keep the membership rolls of the Church, and in general perform the duties usually incident to the office of Secretary, and such further duties as shall from time to time be prescribed by the Board of Directors or the Pastor-President.

(d) The Treasurer: The Treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Church, and shall deposit all monies and other valuable effects in the

name and to the credit of the Church in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. He shall disburse the funds of the Church as may be ordered by the Board and shall render to the Pastor-President and Directors at the regular meeting of the Board, and whenever they may require, accounts of all his transactions as Treasurer and of the financial condition of the Church. He shall perform the duties usually incident to the office of treasurer and such other duties as may be prescribed by the Board of Directors or by the Pastor-President.

(e) Delegating Powers to Other Officers: In case of the absence of any officer of the Church, or for any other reason that may seem sufficient to the Board, the Board of Directors may delegate his duties and powers for the time being to any other officer, or to any Director.

(f) Filling More Than One Office: A member of the Board of Directors may be assigned more than one of the duties listed in this section.

ARTICLE VI

COMMITTEES, DEACONS

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by the Directors present at a meeting at which a quorum is present, may designate one or more committees which committees, to the extent provided in such resolution, shall have and

exercise the authority of the Board of Directors in the management of the Church; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Church may be designated by a resolution adopted by the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the congregation of the Church, and the Pastor-President shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Church shall be served by such removal.

Section 3. Deacons. Deacons may be chosen by the Board of Directors from the membership of the congregation of the Church who demonstrate that their lives conform to the scriptural qualifications thereof (I Timothy 3:8-13). Deacons' functions shall be to give spiritual support to the Pastor-President in disciplining new converts, praying for the sick, encouraging and developing spiritual gifts and ministries in the Church, and to assist in the administration of the ordinances of the Church, operating in the gift of helps (I Corinthians 12:28). Their number and term of office shall not be predetermined. They shall give counsel and mutual assistance to the