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REPLY TO:

P. O. BOX 517

PANAMA CITY, FLORIDA 32402-0517

TRANSMITTAL LETTER

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

800002926038--9
-07/08/99--01036--002
*****70.00 *****70.00

SUBJECT: Emerald Beach Church of Christ of Panama City Beach,
Florida, Inc.

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

Please send the filed copy to the following address:

J. Ernest Collins, P.A.
P.O. Box 517
Panama City, FL 32402

FILED
1999 JUL -8 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1999 JUL -8 PM 4: 41

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**EMERALD BEACH CHURCH OF CHRIST
OF PANAMA CITY BEACH, FLORIDA, INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: Emerald Beach Church of Christ of Panama City Beach, Florida, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 14701 Front Beach Road, Panama City Beach, Florida, 32413-3518.

ARTICLE III - PURPOSE

The specific purpose for which the corporation is organized is: This is a non-profit church corporation. The purpose of this corporation shall be to establish and maintain a church and to provide a place of public worship and prayer consistent with the teachings of the Church of Christ faith in the City of Panama City Beach, Florida; to establish, maintain and conduct such schools for religious instruction of children and adults as may be from time to time determined; to buy, sell, lease, mortgage or otherwise encumber, hold or dispose of both real and personal property of the corporation; to further all religious and charitable work; and for

such purpose to adopt and establish rules and regulations in accordance with the law and not inconsistent with these Articles of Incorporation.

ARTICLE IV - MANNER OF ELECTION OF TRUSTEES

The manner in which the Trustees are elected or appointed is: The conduct of the affairs of the corporation shall be managed by the Board of Trustees which shall be three initially. Trustees shall be elected by a majority of the members at a meeting called for that purpose according to the By-Laws. The names and addresses of the initial Board of Trustees are:

Phillip Dale Mitchell
14701 Front Beach Road
Panama City Beach, FL 32413

John Lester Whitfield
308 Coronado Place
Panama City Beach, FL 32413

Gerald T. McCalister
1025 W. 19th Street 17-D
Panama City, FL 32405

who shall serve until the next annual meeting of the members.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Gerald T. McCalister
1025 W. 19th Street 17-D
Panama City, FL 32405

ARTICLE VI - INCORPORATORS

The names and addresses of the Incorporators to these Articles of Incorporation are:

Phillip Dale Mitchell
14701 Front Beach Road
Panama City Beach, FL 32413

John Lester Whitfield
308 Coronado Place
Panama City Beach, FL 32413

Gerald T. McCalister
1025 W. 19th Street 17-D
Panama City, FL 32405

ARTICLE VII - DURATION

This corporation shall have perpetual existence.

ARTICLE VIII - OFFICERS

This corporation shall have officers consisting of a President, Vice-President, Secretary and Treasurer, and such other officers as may be from time to time provided in the By-Laws. The initial officers of the corporation shall be as follows:

Phillip Dale Mitchell President
14701 Front Beach Road
Panama City Beach, FL 32413

John Lester Whitfield Vice-President
308 Coronado Place
Panama City Beach, FL 32413

Gerald T. McCalister Secretary/Treasurer
1025 W. 19th Street 17-D
Panama City, FL 32405

ARTICLE IX - MEMBERSHIP

This corporation shall have members. Members of the corporation will be required to meet the following qualifications:

1. Personal faith in Jesus as the Son of God;
2. Repentance of past sins;
3. Confession of Christ;
4. Baptism by immersion for the remission of sins;
5. Faithful lives consistent with the teachings of

the New Testament.

Persons meeting such qualifications shall be recognized as members in good standing. All members of Emerald Beach Church of Christ of Panama City Beach, Florida, in good standing on the effective date of these Articles shall be members of this corporation.

Should there be any dissent as to any proposed member, such dissent shall be referred to the Officers of the church for investigation and the making of a recommendation to the church.

ARTICLE X - BY-LAWS

The By-Laws of this corporation shall be adopted, amended or rescinded by a majority vote of the members present and voting at a regular called meeting.

ARTICLE XI - AMENDMENT

These Articles may be amended by a majority vote of the members at any regular business meeting called for that purpose.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 6th day of July, 1999.

Phillip Dale Mitchell
Phillip Dale Mitchell
Incorporator

John Lester Whitfield
John Lester Whitfield
Incorporator

Gerald T. McCalister
Gerald T. McCalister
Incorporator

STATE OF FLORIDA

COUNTY OF BAY

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared PHILLIP DALE MITCHELL, JOHN LESTER WHITFIELD, GERALD T. McCALISTER, all of whom are personally known to me or produced Driver licenses as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the state and county aforesaid, this 6th day of July, 1999.



Suzanne Davis
Notary Public

FILED

1999 JUL -8 PM 4: 41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in compliance with Chapter 48.091,
Florida Statutes:

EMERALD BEACH CHURCH OF CHRIST OF PANAMA CITY BEACH, FLORIDA,
INC., a corporation organized (or organizing) under the laws of the
State of FLORIDA, with its principal place of business at 14701
Front Beach Road, Panama City Beach, Florida 32413-3518, has named
Gerald T. McCalister located at 1025 W. 19th Street 17-D, Panama City,
Florida, 32405, as its agent to accept service of process within
this state.

I agree as Registered Agent to accept service of process at
the place designated in this certificate; to keep office open
during prescribed hours; to post my name in some conspicuous place
in the office as required by law. 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.

Dated this 6th day of July, 1999.


Gerald T. McCalister Registered Agent