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COVER LETTER

Mail to:

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

SUBJECT: Living Word Holdings, LLC

(PROPOSED NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Organization and a check for:

☒ \$155
Filing Fee
& Certified Copy

Once these Articles have been approved, please send a certified copy to the following address:

StartCHURCH
Attn: Jeniffer Ruiz
P.O. Box 465017
Lawrenceville, GA 30042

The contact phone number is (770) 638-3444. Thank you for your assistance in this matter.

FROM: Oral St. P. Walters
3301 Riverside Dr.
Coral Springs, FL 33065
(954) 255-8403

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

Articles of Organization

Living Word Holdings, LLC

Article 1

The name of the limited liability company is Living Word Holdings, LLC (the "Company").

Article 2

The names and address of the Company's organizer is:

Oral St. P. Walters
3301 Riverside Dr.
Coral Springs, FL 33065

Article 3

The principal office and mailing address is:

3301 Riverside Dr.
Coral Springs, FL 33065

Article 4

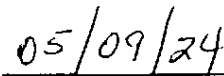
The name and the Florida street address of the initial registered agent of the Company are:

Oral St. P. Walters
3301 Riverside Dr.
Coral Springs, FL 33065

Having been named as registered agent to accept service of process for the above-stated limited liability company at the place designated in these Articles of Organization, 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 as provided for in Chapter 605 of the Florida Statutes.



Oral St. P. Walters



Date

Article 5

These Articles of Organization are effective on the date and time of acceptance by the Florida Department of State, Division of Corporations, unless an alternative date is designated here: _____

Article 6

The purposes for which the Company is formed are the following:

- (A) The Company is organized and shall be operated to further the charitable and religious purposes of the member, a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code. The Company will be wholly owned by the member and will operate exclusively for the benefit of the member, with all profits and assets of the Company being used to further the charitable and religious purposes of the member organization and to engage in any other lawful act or activity, to exercise any powers permitted to limited liability companies organized under the laws of the State of Florida, and to do such business as shall be determined from time to time by the member that is related or incidental to and necessary, convenient, or advisable for the accomplishment of the above-mentioned purposes.
- (B) This Company is not organized and shall not be operated for pecuniary gain or profit. The income and assets of the Company shall be irrevocably dedicated to its exclusive purposes, and no part of the property or net earnings of the Company shall inure to the benefit of or be distributable to its managers, officers, or other private persons, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article 6. The Company shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code, and the Company shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Organization, the Company shall not carry on any other activities not permitted to be carried on (i) by an entity exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a non-profit entity, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

Article 7

The Company shall have one or more members. Each member of the Company shall be either (i) an organization described in Section 501(c)(3) of the Code and exempt from

taxation under Section 501(a) or (ii) a governmental unit described in Section 170(c)(1) of the Code (or a wholly owned instrumentality of such a governmental unit). If at any time the Company has multiple members and any member is not eligible (or ceases to be eligible) to be a member under the preceding sentence, all membership rights of such member, including any right to receive distributions, shall automatically be suspended until such time as the member gains (or regains) its eligibility. Membership interests shall not be transferred directly or indirectly to any ineligible person or entity.

Article 8

Management of the Company is vested in the Initial Member and in any others who become members in the future, as well as in directors and officers elected by the Members.

Article 9

In the event of dissolution of the Company, the Company shall, after paying or making provision for the payment of all liabilities of the Company, distribute all the remaining assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall distribute said remaining assets to the federal government, or to a state or local government, for a public purpose. In the event that, for any reason, upon dissolution the Company shall fail to act in the manner herein provided within a reasonable period of time, any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article 10

To the fullest extent permitted by the Florida Revised Limited Liability Company Act (§§ 605.0101 et seq., Fla. Stat.) and any successor statute, as amended from time to time ("RLLCA"), no manager, officer, or director of the Company shall have personal liability to the Company or to its members for monetary damages for breach of fiduciary duty of care or other duty as a manager, except that this Article shall not eliminate or limit the liability of a manager: (i) for conduct involving bad faith, willful or intentional misconduct, or a knowing violation of law, (ii) for a transaction from which the manager derived an improper personal benefit, (iii) for a circumstance under which the liability provisions for improper distributions of Section 605.0406 of the RLLCA are applicable, or (iv) for a breach of the manager's duties or obligations under Section 605.04091 of the RLLCA (taking into account any restriction, expansion, or elimination of such duties and obligations provided for in this Agreement). If the RLLCA is subsequently amended to provide for further limitations on the personal liability of managers of limited liability companies for breach of duty of care or other duty as a manager, then the personal liability of the managers of the Company shall be so further limited to the greatest extent permitted by the RLLCA.

Article 11

Any amendments to these Articles of Organization or the Operating Agreement shall be consistent with the requirements of Section 501(c)(3).

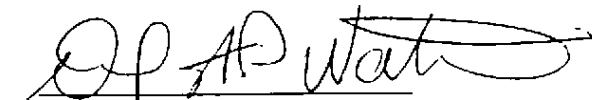
Article 12

The Company shall not merge with, or convert into, a for-profit entity.

IN WITNESS WHEREOF, the undersigned execute these Articles of Organization this

09 day of MAY, 2024

In accordance with Section 605.0203(1)(b) of the RLLCA, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Florida Department of State constitutes a third-degree felony as provided for in Section 817.155 of the Florida Statutes.


Oral St. P. Walters, Organizer